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Schedule II(C): Auction No. 11 F Block Very Small Business Authorizations

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Schedule II(D): Auction No. 11 F Block Small Business Authorizations

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Schedule II(E): Auction No. 22 C Block Authorizations

Licensee	Call Sign	BTA Name	BTA No.	Blk	MHz	Grant	Gross Bid	Net Bid	Credit	Unjust Enrich.
TeleCorp Holding Corp. II, L.L.C.	WPOJ806	Mayaguez/Aguadilla-Ponce, PR	BT489	C	15	6/30/99	\$4,822,000.00	\$4,822,000.00	0%	
TeleCorp Holding Corp. II, L.L.C.	WPOJ822	Alexandria, LA	BT409	C	15	6/30/99	\$130,765.00	\$98,074.00	25%	\$6,129.52
TeleCorp Holding Corp. II, L.L.C.	WPOJ823	Beaumont-Port Arthur, TX	BT4034	C	30	6/30/99	\$754,163.00	\$565,622.00	25%	\$35,351.39
TeleCorp Holding Corp. II, L.L.C.	WPOJ824	Jackson, TN	BT4211	C	15	6/30/99	\$72,062.00	\$54,047.00	25%	\$3,377.72
TeleCorp Holding Corp. II, L.L.C.	WPOJ825	San Juan, PR	BT488	C	15	6/30/99	\$17,475,000.00	\$13,106,250.00	25%	\$819,140.63
TeleCorp Holding Corp. II, L.L.C.	WPOK622	Davenport, IA-Moline, IL	BT4105	C	30	9/29/99	\$2,186,000.00	\$1,639,500.00	25%	\$102,468.75
TeleCorp Holding Corp. II, L.L.C.	WPOK623	Des Moines, IA	BT4111	C	30	9/29/99	\$5,049,000.00	\$3,786,750.00	25%	\$236,671.88
TeleCorp Holding Corp. II, L.L.C.	WPOK625	Dubuque, IA	BT4118	C	30	9/29/99	\$1,387,000.00	\$1,040,250.00	25%	\$65,015.63
TeleCorp Holding Corp. II, L.L.C.	WPOK631	Iowa City, IA	BT4205	C	30	9/29/99	\$535,000.00	\$401,250.00	25%	\$25,078.13
TeleCorp Holding Corp. II, L.L.C.	WPOK683	Houma-Thibodaux, LA	BT4195	C	15	9/29/99	\$595,000.00	\$446,250.00	25%	\$27,890.63
TeleCorp Holding Corp. II, L.L.C.	WPOK684	New Orleans, LA	BT4320	C	15	9/29/99	\$24,021,000.00	\$18,015,750.00	25%	\$1,125,984.38
TeleCorp Holding Corp. II, L.L.C.	WPOK612	Bowling Green-Glasgow, KY	BT4052	C	25	9/29/99	\$189,188.00	\$141,891.00	25%	\$10,188.50
TeleCorp Holding Corp. II, L.L.C.	WPOK614	Chattanooga, TN	BT4076	C	15	9/29/99	\$690,000.00	\$517,500.00	25%	\$32,343.75
TeleCorp Holding Corp. II, L.L.C.	WPOK615	Clarksville, TN-Hopkinsville, KY	BT4083	C	15	9/29/99	\$104,445.00	\$78,334.00	25%	\$4,895.77
TeleCorp Holding Corp. II, L.L.C.	WPOK616	Columbus-Starkville, MS	BT4094	C	15	9/29/99	\$116,000.00	\$87,000.00	25%	\$5,437.50
TeleCorp Holding Corp. II, L.L.C.	WPOK617	Cookeville, TN	BT4096	C	15	9/29/99	\$32,664.00	\$24,498.00	25%	\$1,531.13
TeleCorp Holding Corp. II, L.L.C.	WPOK618	Cortin, KY	BT4098	C	15	9/29/99	\$55,144.00	\$41,358.00	25%	\$2,584.88
TeleCorp Holding Corp. II, L.L.C.	WPOK620	Dalton, GA	BT4102	C	30	9/29/99	\$61,050.00	\$45,788.00	25%	\$2,861.53
TeleCorp Holding Corp. II, L.L.C.	WPOK624	Dothan-Enterprise, AL	BT4115	C	15	9/29/99	\$282,000.00	\$211,500.00	25%	\$13,218.75
TeleCorp Holding Corp. II, L.L.C.	WPOK626	Florence, AL	BT4146	C	15	9/29/99	\$703,000.00	\$527,250.00	25%	\$32,953.13
TeleCorp Holding Corp. II, L.L.C.	WPOK629	Greenville-Greenwood, MS	BT4175	C	15	9/29/99	\$81,000.00	\$60,750.00	25%	\$3,796.88
TeleCorp Holding Corp. II, L.L.C.	WPOK634	La Grange, GA	BT4237	C	15	9/29/99	\$24,000.00	\$18,000.00	25%	\$1,125.00
TeleCorp Holding Corp. II, L.L.C.	WPOK640	McComb-Brookhaven, MS	BT4269	C	30	9/29/99	\$561,000.00	\$420,750.00	25%	\$26,296.88
TeleCorp Holding Corp. II, L.L.C.	WPOK641	Madisonville, KY	BT4273	C	30	9/29/99	\$34,613.00	\$25,960.00	25%	\$1,622.39
TeleCorp Holding Corp. II, L.L.C.	WPOK646	Meridian, MS	BT4292	C	15	9/29/99	\$269,000.00	\$201,750.00	25%	\$12,609.38
TeleCorp Holding Corp. II, L.L.C.	WPOK647	Montgomery, AL	BT4305	C	15	9/29/99	\$1,063,000.00	\$797,250.00	25%	\$49,828.13
TeleCorp Holding Corp. II, L.L.C.	WPOK649	Nashville, TN	BT4314	C	15	9/29/99	\$5,388,000.00	\$4,041,000.00	25%	\$252,562.50
TeleCorp Holding Corp. II, L.L.C.	WPOK650	Natchez, MS	BT4315	C	30	9/29/99	\$37,050.00	\$27,788.00	25%	\$1,736.53
TeleCorp Holding Corp. II, L.L.C.	WPOK652	Opelika-Auburn, AL	BT4334	C	15	9/29/99	\$189,000.00	\$141,750.00	25%	\$8,859.38
TeleCorp Holding Corp. II, L.L.C.	WPOK653	Owensboro, KY	BT4338	C	30	9/29/99	\$123,413.00	\$92,560.00	25%	\$5,784.89
TeleCorp Holding Corp. II, L.L.C.	WPOK656	Rome, GA	BT4384	C	30	9/29/99	\$79,200.00	\$59,400.00	25%	\$3,712.50
TeleCorp Holding Corp. II, L.L.C.	WPOK659	Somerset, KY	BT4423	C	30	9/29/99	\$76,125.00	\$57,094.00	25%	\$3,568.27
TeleCorp Holding Corp. II, L.L.C.	WPOK663	Tupelo-Corinth, MS	BT4449	C	30	9/29/99	\$226,022.00	\$169,517.00	25%	\$10,594.59

Total: \$2,935,220.84

Schedule II(F): Auction No. 23 Very Small Business LMDs Authorizations

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Schedule II(G): Auction No. 30 39 GHz Small Business Authorizations

Licensee	Call Sign	Market Name	Mkt No.	Blk	Gross Bid	Net Bid	Credit	Unjust Enrich.
Zephyr Wireless, L.L.C.	WPQV902	Dothan, AL-FL-GA	BEA036	A	\$ 6,100.00	\$ 4,575.00	25%	\$1,525.00
Zephyr Wireless, L.L.C.	WPQV914	Dothan, AL-FL-GA	BEA036	B	\$ 8,200.00	\$ 6,150.00	25%	\$2,050.00
Zephyr Wireless, L.L.C.	WPQV967	Dothan, AL-FL-GA	BEA036	H	\$ 16,000.00	\$ 12,000.00	25%	\$4,000.00
Zephyr Wireless, L.L.C.	WPQW201	Dothan, AL-FL-GA	BEA036	K	\$ 11,000.00	\$ 8,250.00	25%	\$2,750.00
Zephyr Wireless, L.L.C.	WPQV903	Chattanooga, TN-GA	BEA043	A	\$ 16,000.00	\$ 12,000.00	25%	\$4,000.00
Zephyr Wireless, L.L.C.	WPQV957	Chattanooga, TN-GA	BEA043	G	\$ 87,000.00	\$ 65,250.00	25%	\$21,750.00
Zephyr Wireless, L.L.C.	WPQV975	Chattanooga, TN-GA	BEA043	I	\$ 87,000.00	\$ 65,250.00	25%	\$21,750.00
Zephyr Wireless, L.L.C.	WPQV915	Knoxville, TN	BEA044	B	\$ 136,000.00	\$ 103,500.00	25%	\$34,500.00
Zephyr Wireless, L.L.C.	WPQV958	Knoxville, TN	BEA044	G	\$ 109,000.00	\$ 81,750.00	25%	\$27,250.00
Zephyr Wireless, L.L.C.	WPQV976	Knoxville, TN	BEA044	I	\$ 109,000.00	\$ 81,750.00	25%	\$27,250.00
Zephyr Wireless, L.L.C.	WPQV948	Lexington, KY-TN-VA-WV	BEA047	F	\$ 706,000.00	\$ 529,500.00	25%	\$176,500.00
Zephyr Wireless, L.L.C.	WPQW202	Lexington, KY-TN-VA-WV	BEA047	K	\$ 49,000.00	\$ 36,750.00	25%	\$12,250.00
Zephyr Wireless, L.L.C.	WPQW224	Lexington, KY-TN-VA-WV	BEA047	M	\$ 49,000.00	\$ 36,750.00	25%	\$12,250.00
Zephyr Wireless, L.L.C.	WPQV904	Green Bay, WI-MI	BEA059	A	\$ 16,000.00	\$ 12,000.00	25%	\$4,000.00
Zephyr Wireless, L.L.C.	WPQV985	Green Bay, WI-MI	BEA059	J	\$ 12,000.00	\$ 9,000.00	25%	\$3,000.00
Zephyr Wireless, L.L.C.	WPQW203	Green Bay, WI-MI	BEA059	K	\$ 28,000.00	\$ 21,000.00	25%	\$7,000.00
Zephyr Wireless, L.L.C.	WPQW214	Green Bay, WI-MI	BEA059	L	\$ 12,000.00	\$ 9,000.00	25%	\$3,000.00
Zephyr Wireless, L.L.C.	WPQW225	Green Bay, WI-MI	BEA059	M	\$ 12,000.00	\$ 9,000.00	25%	\$3,000.00
Zephyr Wireless, L.L.C.	WPQV925	Appleton-Oshkosh-Neenah, WI	BEA060	C	\$ 34,000.00	\$ 25,500.00	25%	\$8,500.00
Zephyr Wireless, L.L.C.	WPQV949	Appleton-Oshkosh-Neenah, WI	BEA060	F	\$ 7,600.00	\$ 5,700.00	25%	\$1,900.00
Zephyr Wireless, L.L.C.	WPQV968	Appleton-Oshkosh-Neenah, WI	BEA060	H	\$ 22,000.00	\$ 16,500.00	25%	\$5,500.00
Zephyr Wireless, L.L.C.	WPQV986	Appleton-Oshkosh-Neenah, WI	BEA060	J	\$ 9,700.00	\$ 7,275.00	25%	\$2,425.00
Zephyr Wireless, L.L.C.	WPQV969	Milwaukee-Racine, WI	BEA063	H	\$ 1,874,000.00	\$ 1,405,500.00	25%	\$468,500.00
Zephyr Wireless, L.L.C.	WPQV905	Evansville-Henderson, IN-KY-IL	BEA069	A	\$ 79,000.00	\$ 59,250.00	25%	\$19,750.00
Zephyr Wireless, L.L.C.	WPQV926	Evansville-Henderson, IN-KY-IL	BEA069	C	\$ 17,000.00	\$ 12,750.00	25%	\$4,250.00
Zephyr Wireless, L.L.C.	WPQV939	Evansville-Henderson, IN-KY-IL	BEA069	E	\$ 17,000.00	\$ 12,750.00	25%	\$4,250.00
Zephyr Wireless, L.L.C.	WPQV959	Evansville-Henderson, IN-KY-IL	BEA069	G	\$ 24,000.00	\$ 18,000.00	25%	\$6,000.00
Zephyr Wireless, L.L.C.	WPQV977	Louisville, KY-IN	BEA070	I	\$ 704,000.00	\$ 528,000.00	25%	\$176,000.00
Zephyr Wireless, L.L.C.	WPQW204	Louisville, KY-IN	BEA070	K	\$ 583,000.00	\$ 437,250.00	25%	\$145,750.00
Zephyr Wireless, L.L.C.	WPQV906	Nashville, TN-KY	BEA071	A	\$ 1,488,000.00	\$ 1,116,000.00	25%	\$372,000.00
Zephyr Wireless, L.L.C.	WPQW205	Nashville, TN-KY	BEA071	K	\$ 952,000.00	\$ 714,000.00	25%	\$238,000.00
Zephyr Wireless, L.L.C.	WPQW215	Nashville, TN-KY	BEA071	L	\$ 60,000.00	\$ 45,000.00	25%	\$15,000.00
Zephyr Wireless, L.L.C.	WPQV960	Paducah, KY-IL	BEA072	G	\$ 4,200.00	\$ 3,150.00	25%	\$1,050.00
Zephyr Wireless, L.L.C.	WPQV970	Paducah, KY-IL	BEA072	H	\$ 4,200.00	\$ 3,150.00	25%	\$1,050.00
Zephyr Wireless, L.L.C.	WPQV978	Paducah, KY-IL	BEA072	I	\$ 4,200.00	\$ 3,150.00	25%	\$1,050.00
Zephyr Wireless, L.L.C.	WPQV987	Paducah, KY-IL	BEA072	J	\$ 8,700.00	\$ 6,525.00	25%	\$2,175.00
Zephyr Wireless, L.L.C.	WPQV940	Memphis, TN-AR-MS-KY	BEA073	E	\$ 827,000.00	\$ 620,250.00	25%	\$206,750.00
Zephyr Wireless, L.L.C.	WPQV979	Memphis, TN-AR-MS-KY	BEA073	I	\$ 841,000.00	\$ 630,750.00	25%	\$210,250.00
Zephyr Wireless, L.L.C.	WPQW206	Memphis, TN-AR-MS-KY	BEA073	K	\$ 721,000.00	\$ 540,750.00	25%	\$180,250.00
Zephyr Wireless, L.L.C.	WPQV916	Huntsville, AL-TN	BEA074	B	\$ 90,000.00	\$ 67,500.00	25%	\$22,500.00
Zephyr Wireless, L.L.C.	WPQV941	Huntsville, AL-TN	BEA074	E	\$ 18,000.00	\$ 13,500.00	25%	\$4,500.00

Schedule II(G): Auction No. 30 39 GHz Small Business Authorizations

Licensee	Call Sign	Market Name	Mkt No.	Blk	Gross Bid	Net Bid	Credit	Unjust Enrich.
Zephyr Wireless, L.L.C.	WPQV988	Huntsville, AL-TN	BEA074	J	\$ 90,000.00	\$ 67,500.00	25%	\$22,500.00
Zephyr Wireless, L.L.C.	WPQV907	Tupelo, MS-AL-TN	BEA075	A	\$ 12,000.00	\$ 9,000.00	25%	\$3,000.00
Zephyr Wireless, L.L.C.	WPQV927	Tupelo, MS-AL-TN	BEA075	C	\$ 12,000.00	\$ 9,000.00	25%	\$3,000.00
Zephyr Wireless, L.L.C.	WPQV942	Tupelo, MS-AL-TN	BEA075	E	\$ 16,000.00	\$ 12,000.00	25%	\$4,000.00
Zephyr Wireless, L.L.C.	WPQV961	Tupelo, MS-AL-TN	BEA075	G	\$ 12,000.00	\$ 9,000.00	25%	\$3,000.00
Zephyr Wireless, L.L.C.	WPQV207	Tupelo, MS-AL-TN	BEA075	K	\$ 25,000.00	\$ 18,750.00	25%	\$6,250.00
Zephyr Wireless, L.L.C.	WPQV226	Tupelo, MS-AL-TN	BEA075	M	\$ 12,000.00	\$ 9,000.00	25%	\$3,000.00
Zephyr Wireless, L.L.C.	WPQV936	Greenville, MS	BEA076	D	\$ 6,600.00	\$ 4,950.00	25%	\$1,650.00
Zephyr Wireless, L.L.C.	WPQV950	Greenville, MS	BEA076	F	\$ 9,300.00	\$ 6,975.00	25%	\$2,325.00
Zephyr Wireless, L.L.C.	WPQV216	Greenville, MS	BEA076	L	\$ 8,300.00	\$ 6,225.00	25%	\$2,075.00
Zephyr Wireless, L.L.C.	WPQV227	Greenville, MS	BEA076	M	\$ 5,100.00	\$ 3,825.00	25%	\$1,275.00
Zephyr Wireless, L.L.C.	WPQV908	Jackson, MS-AL-LA	BEA077	A	\$ 152,000.00	\$ 114,000.00	25%	\$38,000.00
Zephyr Wireless, L.L.C.	WPQV951	Jackson, MS-AL-LA	BEA077	F	\$ 33,000.00	\$ 24,750.00	25%	\$8,250.00
Zephyr Wireless, L.L.C.	WPQV228	Jackson, MS-AL-LA	BEA077	M	\$ 33,000.00	\$ 24,750.00	25%	\$8,250.00
Zephyr Wireless, L.L.C.	WPQV239	Jackson, MS-AL-LA	BEA077	N	\$ 139,000.00	\$ 104,250.00	25%	\$34,750.00
Zephyr Wireless, L.L.C.	WPQV917	Birmingham, AL	BEA078	B	\$ 296,000.00	\$ 222,000.00	25%	\$74,000.00
Zephyr Wireless, L.L.C.	WPQV971	Birmingham, AL	BEA078	H	\$ 38,000.00	\$ 28,500.00	25%	\$9,500.00
Zephyr Wireless, L.L.C.	WPQV971	Birmingham, AL	BEA078	J	\$ 331,000.00	\$ 248,250.00	25%	\$82,750.00
Zephyr Wireless, L.L.C.	WPQV989	Montgomery, AL	BEA079	B	\$ 60,000.00	\$ 45,000.00	25%	\$15,000.00
Zephyr Wireless, L.L.C.	WPQV918	Montgomery, AL	BEA079	F	\$ 46,000.00	\$ 34,500.00	25%	\$11,500.00
Zephyr Wireless, L.L.C.	WPQV952	Montgomery, AL	BEA079	F	\$ 46,000.00	\$ 34,500.00	25%	\$11,500.00
Zephyr Wireless, L.L.C.	WPQV972	Montgomery, AL	BEA079	H	\$ 13,000.00	\$ 9,750.00	25%	\$3,250.00
Zephyr Wireless, L.L.C.	WPQV928	Mobile, AL	BEA080	C	\$ 74,000.00	\$ 55,500.00	25%	\$18,500.00
Zephyr Wireless, L.L.C.	WPQV208	Mobile, AL	BEA080	K	\$ 74,000.00	\$ 55,500.00	25%	\$18,500.00
Zephyr Wireless, L.L.C.	WPQV909	Blount-Gulfport-Pascagoula, MS	BEA082	A	\$ 9,000.00	\$ 6,750.00	25%	\$2,250.00
Zephyr Wireless, L.L.C.	WPQV953	Blount-Gulfport-Pascagoula, MS	BEA082	F	\$ 6,800.00	\$ 5,100.00	25%	\$1,700.00
Zephyr Wireless, L.L.C.	WPQV962	Blount-Gulfport-Pascagoula, MS	BEA082	G	\$ 34,000.00	\$ 25,500.00	25%	\$8,500.00
Zephyr Wireless, L.L.C.	WPQV980	Blount-Gulfport-Pascagoula, MS	BEA082	I	\$ 23,000.00	\$ 17,250.00	25%	\$5,750.00
Zephyr Wireless, L.L.C.	WPQV963	New Orleans, LA-MS	BEA083	G	\$ 1,312,000.00	\$ 984,000.00	25%	\$328,000.00
Zephyr Wireless, L.L.C.	WPQV209	New Orleans, LA-MS	BEA083	K	\$ 1,484,000.00	\$ 1,113,000.00	25%	\$371,000.00
Zephyr Wireless, L.L.C.	WPQV210	Baton Rouge, LA-MS	BEA084	K	\$ 81,000.00	\$ 60,750.00	25%	\$20,250.00
Zephyr Wireless, L.L.C.	WPQV217	Baton Rouge, LA-MS	BEA084	L	\$ 67,000.00	\$ 50,250.00	25%	\$16,750.00
Zephyr Wireless, L.L.C.	WPQV229	Baton Rouge, LA-MS	BEA084	M	\$ 18,000.00	\$ 13,500.00	25%	\$4,500.00
Zephyr Wireless, L.L.C.	WPQV919	Lafayette, LA	BEA085	B	\$ 14,000.00	\$ 10,500.00	25%	\$3,500.00
Zephyr Wireless, L.L.C.	WPQV929	Lafayette, LA	BEA085	C	\$ 11,000.00	\$ 8,250.00	25%	\$2,750.00
Zephyr Wireless, L.L.C.	WPQV943	Lafayette, LA	BEA085	E	\$ 37,000.00	\$ 27,750.00	25%	\$9,250.00
Zephyr Wireless, L.L.C.	WPQV973	Lafayette, LA	BEA085	H	\$ 11,000.00	\$ 8,250.00	25%	\$2,750.00
Zephyr Wireless, L.L.C.	WPQV961	Lafayette, LA	BEA085	I	\$ 11,000.00	\$ 8,250.00	25%	\$2,750.00
Zephyr Wireless, L.L.C.	WPQV230	Lafayette, LA	BEA085	M	\$ 11,000.00	\$ 8,250.00	25%	\$2,750.00
Zephyr Wireless, L.L.C.	WPQV240	Lafayette, LA	BEA085	N	\$ 11,000.00	\$ 8,250.00	25%	\$2,750.00
Zephyr Wireless, L.L.C.	WPQV920	Lake Charles, LA	BEA086	B	\$ 10,000.00	\$ 7,500.00	25%	\$2,500.00
Zephyr Wireless, L.L.C.	WPQV930	Lake Charles, LA	BEA086	C	\$ 10,000.00	\$ 7,500.00	25%	\$2,500.00

Schedule II(G): Auction No. 30 39 GHz Small Business Authorizations

Licensee	Call Sign	Market Name	Mkt No.	Blk	Gross Bid	Net Bid	Credit	Unjust Enrich.
Zephyr Wireless, L.L.C.	WPQV944	Lake Charles, LA	BEA086	E	\$ 10,000.00	\$ 7,500.00	25%	\$2,500.00
Zephyr Wireless, L.L.C.	WPQV990	Lake Charles, LA	BEA086	J	\$ 10,000.00	\$ 7,500.00	25%	\$2,500.00
Zephyr Wireless, L.L.C.	WPQW211	Lake Charles, LA	BEA086	K	\$ 81,000.00	\$ 60,750.00	25%	\$20,250.00
Zephyr Wireless, L.L.C.	WPQW218	Lake Charles, LA	BEA086	L	\$ 10,000.00	\$ 7,500.00	25%	\$2,500.00
Zephyr Wireless, L.L.C.	WPQV931	Beaumont-Port Arthur, TX	BEA087	C	\$ 11,000.00	\$ 8,250.00	25%	\$2,750.00
Zephyr Wireless, L.L.C.	WPQV937	Beaumont-Port Arthur, TX	BEA087	D	\$ 29,000.00	\$ 21,750.00	25%	\$7,250.00
Zephyr Wireless, L.L.C.	WPQV964	Beaumont-Port Arthur, TX	BEA087	G	\$ 29,000.00	\$ 21,750.00	25%	\$7,250.00
Zephyr Wireless, L.L.C.	WPQV991	Beaumont-Port Arthur, TX	BEA087	J	\$ 24,000.00	\$ 18,000.00	25%	\$6,000.00
Zephyr Wireless, L.L.C.	WPQV945	Little Rock-North Little Rock, AR	BEA090	E	\$ 169,000.00	\$ 126,750.00	25%	\$42,250.00
Zephyr Wireless, L.L.C.	WPQV992	Little Rock-North Little Rock, AR	BEA090	J	\$ 48,000.00	\$ 36,000.00	25%	\$12,000.00
Zephyr Wireless, L.L.C.	WPQV993	Fort Smith, AR-OK	BEA091	J	\$ 5,700.00	\$ 4,275.00	25%	\$1,425.00
Zephyr Wireless, L.L.C.	WPQW212	Fort Smith, AR-OK	BEA091	K	\$ 17,000.00	\$ 12,750.00	25%	\$4,250.00
Zephyr Wireless, L.L.C.	WPQW219	Fort Smith, AR-OK	BEA091	L	\$ 9,800.00	\$ 7,350.00	25%	\$2,450.00
Zephyr Wireless, L.L.C.	WPQW231	Fort Smith, AR-OK	BEA091	M	\$ 13,000.00	\$ 9,750.00	25%	\$3,250.00
Zephyr Wireless, L.L.C.	WPQV910	Fayetteville-Springdale-Rogers, AR-MO-OK	BEA092	A	\$ 28,000.00	\$ 21,000.00	25%	\$7,000.00
Zephyr Wireless, L.L.C.	WPQV954	Fayetteville-Springdale-Rogers, AR-MO-OK	BEA092	F	\$ 5,700.00	\$ 4,275.00	25%	\$1,425.00
Zephyr Wireless, L.L.C.	WPQV994	Fayetteville-Springdale-Rogers, AR-MO-OK	BEA092	J	\$ 12,000.00	\$ 9,000.00	25%	\$3,000.00
Zephyr Wireless, L.L.C.	WPQV921	Springfield, MO	BEA094	B	\$ 55,000.00	\$ 41,250.00	25%	\$13,750.00
Zephyr Wireless, L.L.C.	WPQV995	Springfield, MO	BEA094	J	\$ 79,000.00	\$ 59,250.00	25%	\$19,750.00
Zephyr Wireless, L.L.C.	WPQW232	Springfield, MO	BEA094	M	\$ 14,000.00	\$ 10,500.00	25%	\$3,500.00
Zephyr Wireless, L.L.C.	WPQV965	Jonesboro, AR-MO	BEA095	G	\$ 7,400.00	\$ 5,550.00	25%	\$1,850.00
Zephyr Wireless, L.L.C.	WPQV974	Jonesboro, AR-MO	BEA095	H	\$ 20,000.00	\$ 15,000.00	25%	\$5,000.00
Zephyr Wireless, L.L.C.	WPQW213	Jonesboro, AR-MO	BEA095	K	\$ 5,800.00	\$ 4,350.00	25%	\$1,450.00
Zephyr Wireless, L.L.C.	WPQW220	Jonesboro, AR-MO	BEA095	L	\$ 5,800.00	\$ 4,350.00	25%	\$1,450.00
Zephyr Wireless, L.L.C.	WPQV922	Springfield, IL-MO	BEA095	M	\$ 9,400.00	\$ 7,050.00	25%	\$2,350.00
Zephyr Wireless, L.L.C.	WPQV966	Springfield, IL-MO	BEA097	B	\$ 10,000.00	\$ 7,500.00	25%	\$2,500.00
Zephyr Wireless, L.L.C.	WPQV996	Springfield, IL-MO	BEA097	G	\$ 47,000.00	\$ 35,250.00	25%	\$11,750.00
Zephyr Wireless, L.L.C.	WPQV911	Des Moines, IA-IL-MO	BEA097	J	\$ 17,000.00	\$ 12,750.00	25%	\$4,250.00
Zephyr Wireless, L.L.C.	WPQV997	Des Moines, IA-IL-MO	BEA100	A	\$ 44,000.00	\$ 33,000.00	25%	\$11,000.00
Zephyr Wireless, L.L.C.	WPQW234	Des Moines, IA-IL-MO	BEA100	J	\$ 213,000.00	\$ 159,750.00	25%	\$53,250.00
Zephyr Wireless, L.L.C.	WPQV932	Davenport-Moline-Rock Island, IA-IL	BEA100	M	\$ 200,000.00	\$ 150,000.00	25%	\$50,000.00
Zephyr Wireless, L.L.C.	WPQV982	Davenport-Moline-Rock Island, IA-IL	BEA102	C	\$ 72,000.00	\$ 54,000.00	25%	\$18,000.00
Zephyr Wireless, L.L.C.	WPQW221	Davenport-Moline-Rock Island, IA-IL	BEA102	I	\$ 72,000.00	\$ 54,000.00	25%	\$18,000.00
Zephyr Wireless, L.L.C.	WPQW235	Davenport-Moline-Rock Island, IA-IL	BEA102	L	\$ 51,000.00	\$ 38,250.00	25%	\$12,750.00
Zephyr Wireless, L.L.C.	WPQV912	Cedar Rapids, IA	BEA102	M	\$ 11,000.00	\$ 8,250.00	25%	\$2,750.00
Zephyr Wireless, L.L.C.	WPQV998	Cedar Rapids, IA	BEA103	A	\$ 11,000.00	\$ 8,250.00	25%	\$2,750.00
Zephyr Wireless, L.L.C.	WPQW222	Cedar Rapids, IA	BEA103	J	\$ 15,000.00	\$ 11,250.00	25%	\$3,750.00
Zephyr Wireless, L.L.C.	WPQW241	Cedar Rapids, IA	BEA103	L	\$ 6,800.00	\$ 5,100.00	25%	\$1,700.00
Zephyr Wireless, L.L.C.	WPQV983	Madison, WI-IA-IL	BEA103	N	\$ 12,000.00	\$ 9,000.00	25%	\$3,000.00
Zephyr Wireless, L.L.C.	WPQV999	Madison, WI-IA-IL	BEA104	I	\$ 78,000.00	\$ 58,500.00	25%	\$19,500.00
Zephyr Wireless, L.L.C.	WPQV999	Madison, WI-IA-IL	BEA104	J	\$ 99,000.00	\$ 74,250.00	25%	\$24,750.00



FCC 603	FCC Wireless Telecommunications Bureau Application for Assignments of Authorization and Transfers of Control	Approved by OMB 3060 - 0800 See instructions for public burden estimate Submitted 10/19/2001 at 03:18PM File Number: 0000634824
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1) Application Purpose: Transfer of Control	
2a) If this request is for an Amendment or Withdrawal, enter the File Number of the pending application currently on file with the FCC.	File Number:
2b) File numbers of related pending applications currently on file with the FCC:	

Type of Transaction

3a) Is this a <i>pro forma</i> assignment of authorization or transfer of control? No
3b) If the answer to Item 3a is 'Yes', is this a notification of a <i>pro forma</i> transaction being filed under the Commission's forbearance procedures for telecommunications licenses?
4) For assignment of authorization only, is this a partition and/or disaggregation?
5) Does this filing request a waiver of the Commission's rules? No
6) Are attachments being filed with this application? Yes
7a) Does the transaction that is the subject of this application also involve transfer or assignment of other wireless licenses held by the assignor/transferor or affiliates of the assignor/transferor(e.g., parents, subsidiaries, or commonly controlled entities) that are not included on this form and for which Commission approval is required? Yes
7b) Does the transaction that is the subject of this application also involve transfer or assignment of non-wireless licenses that are not included on this form and for which Commission approval is required? Yes

Transaction Information

8) How will assignment of authorization or transfer of control be accomplished? Sale or other assignment or transfer of stock If required by applicable rule, attach as an exhibit a statement on how control is to be assigned or transferred, along with copies of any pertinent contracts, agreements, instruments, certified copies of Court Orders, etc.
9) The assignment of authorization or transfer of control of license is: Voluntary

Licensee/Assignor Information

10a) Taxpayer Identification Number: 640896431	10b) SGIN: 000	10c) FCC Registration Number (FRN): 0001743673
11) First Name (if individual):	MI:	Last Name: Suffix:
12) Entity Name (if not an individual): AirCom PCS, Inc.		
13) Attention To: Thomas Sullivan		
14) P.O. Box:	And / Or	15) Street Address: 1010 N. Glebe Road, Suite 800
16) City: Arlington	17) State: VA	18) Zip: 22201
19) Telephone Number: (703)236-1100	20) FAX: (703)236-1101	
21) E-Mail Address: tsullivan@telecorp1.com		

22) Race, Ethnicity, Gender of Assignor/Licensee (Optional)

Race:	American Indian or Alaska Native:	Asian:	Black or African-American:	Native Hawaiian or Other Pacific Islander:	White:
Ethnicity:	Hispanic or Latino:	Not Hispanic or Latino:			
Gender:	Female:	Male:			

Transferor Information (for transfers of control only)

23a) Taxpayer Identification Number: A00002250		23b) SGIN: 000	23c) FCC Registration Number (FRN):
24) First Name (if individual):	MI:	Last Name:	Suffix:
25) Entity Name (if not an individual): TeleCorp PCS, Inc.			
26) P.O. Box:	And / Or	27) Street Address: 1010 N. Glebe Road, Suite 800	
28) City: Arlington	29) State: VA	30) Zip: 22201	
31) Telephone Number: (703)236-1100		32) FAX: (703)236-1101	
33) E-Mail Address: tsullivan@telecorp1.com			

Name of Transferor Contact Representative (if other than Transferor) (for transfers of control only)

34) First Name: Eric	MI: W	Last Name: DeSilva	Suffix:
35) Company Name: Wiley, Rein & Fielding			
36) P.O. Box:	And / Or	37) Street Address: 1776 K Street, NW	
38) City: Washington	39) State: DC	40) Zip: 20006	
41) Telephone Number: (202)719-3182		42) FAX: (202)719-4969	
43) E-Mail Address: edesilva@wrf.com			

Assignee/Transferee Information

44) The Assignee is a(n): Corporation			
45a) Taxpayer Identification Number: 911379052		45b) SGIN: 000	45c) FCC Registration Number (FRN): 0004122032
46) First Name (if individual):	MI:	Last Name:	Suffix:
47) Entity Name (if other than individual): AT&T Wireless Services, Inc.			
48) Name of Real Party in Interest:			49) TIN:
50) Attention To:			
51) P.O. Box:	And / Or	52) Street Address: 1150 Connecticut Avenue, N.W., 4th Floor	
53) City: Washington	54) State: DC	55) Zip: 20036	
56) Telephone Number: (202)223-9222		57) FAX: (202)223-9095	
58) E-Mail Address:			

Name of Assignee/Transferee Contact Representative (if other than Assignee/Transferee)

59) First Name: David	MI: C	Last Name: Jatlow	Suffix:
60) Company Name: AT&T Wireless Services, Inc.			
61) P.O. Box:	And / Or	62) Street Address: 1150 Connecticut Avenue, NW, 4th Floor	
63) City: Washington	64) State: DC	65) Zip: 20036	
66) Telephone Number: (202)223-9222		67) FAX: (202)223-9095	
68) E-Mail Address: david.jatlow@attws.com			

Alien Ownership Questions

69) Is the Assignee or Transferee a foreign government or the representative of any foreign government?	No
70) Is the Assignee or Transferee an alien or the representative of an alien?	No
71) Is the Assignee or Transferee a corporation organized under the laws of any foreign government?	No
72) Is the Assignee or Transferee a corporation of which more than one-fifth of the capital stock is owned of record or voted by aliens or their representatives or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country?	No
73) Is the Assignee or Transferee directly or indirectly controlled by any other corporation of which more than one-fourth of the capital stock is owned of record or voted by aliens, their representatives, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign country? If 'Yes', attach exhibit explaining nature and extent of alien or foreign ownership or control.	No

Basic Qualification Questions

74) Has the Assignee or Transferee or any party to this application had any FCC station authorization, license or construction permit revoked or had any application for an initial, modification or renewal of FCC station authorization, license, construction permit denied by the Commission? If 'Yes', attach exhibit explaining circumstances.	No
75) Has the Assignee or Transferee or any party to this application, or any party directly or indirectly controlling the Assignee or Transferee, or any party to this application ever been convicted of a felony by any state or federal court? If 'Yes', attach exhibit explaining circumstances.	No
76) Has any court finally adjudged the Assignee or Transferee, or any party directly or indirectly controlling the Assignee or Transferee guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement, or any other means or unfair methods of competition? If 'Yes', attach exhibit explaining circumstances.	No
77) Is the Assignee or Transferee, or any party directly or indirectly controlling the Assignee or Transferee currently a party in any pending matter referred to in the preceding two items? If 'Yes', attach exhibit explaining circumstances.	No

78) Race, Ethnicity, Gender of Assignee/Transferee (Optional)

Race:	American Indian or Alaska Native:	Asian:	Black or African-American:	Native Hawaiian or Other Pacific Islander:	White:
Ethnicity:	Hispanic or Latino:	Not Hispanic or Latino:			
Gender:	Female:	Male:			

Assignor/Transferor Certification Statements

1) The Assignor or Transferor certifies either (1) that the authorization will not be assigned or that control of the license will not be transferred until the consent of the Federal Communications Commission has been given, or (2) that prior Commission consent is not required because the transaction is subject to streamlined notification procedures for *pro forma* assignments and transfers by telecommunications carriers. See *Memorandum Opinion and Order*, 13 FCC Rcd. 6293(1998).

2) The Assignor or Transferor certifies that all statements made in this application and in the exhibits, attachments, or in documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.

79) Typed or Printed Name of Party Authorized to Sign

First Name: Thomas	MI: H	Last Name: Sullivan	Suffix:
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80) Title: **President**

Signature: Thomas H Sullivan	81) Date: 10/19/01
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Assignee/Transferee Certification Statements

1) The Assignee or Transferee certifies either (1) that the authorization will not be assigned or that control of the license will not be transferred until the consent of the Federal Communications Commission has been given, or (2) that prior Commission consent is not required because the transaction is subject to streamlined notification procedures for *pro forma* assignments and transfers by telecommunications carriers. See *Memorandum Opinion and Order*, 13 FCC Rcd. 6293 (1998).

2) The Assignee or Transferee waives any claim to the use of any particular frequency or of the electromagnetic spectrum as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise, and requests an authorization in accordance with this application.

3) The Assignee or Transferee certifies that grant of this application would not cause the Assignee or Transferee to be in violation of any pertinent cross-ownership, attribution, or spectrum cap rule.
*If the applicant has sought a waiver of any such rule in connection with this application, it may make this certification subject to the outcome of the waiver request.

4) The Assignee or Transferee agrees to assume all obligations and abide by all conditions imposed on the Assignor or Transferor under the subject authorization(s), unless the Federal Communications Commission pursuant to a request made herein otherwise allows, except for liability for any act done by, or any right accrued by, or any suit or proceeding had or commenced against the Assignor or Transferor prior to this assignment.

5) The Assignee or Transferee certifies that all statements made in this application and in the exhibits, attachments, or in documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.

6) The Assignee or Transferee certifies that neither it nor any other party to the application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1998, 21 U.S.C § 862, because of a conviction for possession or distribution of a controlled substance. See Section 1.2002(b) of the rules, 47 CFR § 1.2002(b), for the definition of "party to the application" as used in this certification.

7) The applicant certifies that it either (1) has an updated Form 602 on file with the Commission, (2) is filing an updated Form 602 simultaneously with this application, or (3) is not required to file Form 602 under the Commission's Rules.

82) Typed or Printed Name of Party Authorized to Sign

First Name: Douglas	MI: I	Last Name: Brandon	Suffix:
83) Title: Vice President			
Signature: Douglas I Brandon		84) Date: 10/19/01	
WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY ATTACHMENTS ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001) AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).			

Authorizations To Be Assigned or Transferred

85) Call Sign	86) Radio Service	87) Location Number	88) Path Number (Microwave only)	89) Lower or Center Frequency (MHz)	90) Upper Frequency (MHz)	91) Constructed Yes / No
KNLF604	AL					Yes
KNLF605	AL					Yes
KNLF606	AL					Yes
KNLF457	AL					Yes
KNLF607	AL					Yes
KNLF608	AL					Yes
KNLF609	AL					Yes

FCC Form 603 Schedule A	Schedule for Assignments of Authorization and Transfers of Control in Auctioned Services	Approved by OMB 3060 - 0800 See instructions for public burden estimate
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Assignments of Authorization

1) Assignee Eligibility for Installment Payments (for assignments of authorization only)

Is the Assignee claiming the same category or a smaller category of eligibility for installment payments as the Assignor (as determined by the applicable rules governing the licenses issued to the Assignor)?

If 'Yes', is the Assignee applying for installment payments?

2) Gross Revenues and Total Assets Information (if required) (for assignments of authorization only)

Refer to applicable auction rules for method to determine required gross revenues and total assets information

Year 1 Gross Revenues (current)	Year 2 Gross Revenues	Year 3 Gross Revenues	Total Assets:

3) Certification Statements

For Assignees Claiming Eligibility as an Entrepreneur Under the General Rule

Assignee certifies that they are eligible to obtain the licenses for which they apply.

For Assignees Claiming Eligibility as a Publicly Traded Corporation

Assignee certifies that they are eligible to obtain the licenses for which they apply and that they comply with the definition of a Publicly Traded Corporation, as set out in the applicable FCC rules.

For Assignees Claiming Eligibility Using a Control Group Structure

Assignee certifies that they are eligible to obtain the licenses for which they apply.

Assignee certifies that the applicant's sole control group member is a pre-existing entity, if applicable.

For Assignees Claiming Eligibility as a Very Small Business, Very Small Business Consortium, Small Business, or as a Small Business Consortium

Assignee certifies that they are eligible to obtain the licenses for which they apply.

Assignee certifies that the applicant's sole control group member is a pre-existing entity, if applicable.

For Assignees Claiming Eligibility as a Rural Telephone Company

Assignee certifies that they meet the definition of a Rural Telephone Company as set out in the applicable FCC rules, and must disclose all parties to agreement(s) to partition licenses won in this auction. See applicable FCC rules.

Transfers of Control**4) Licensee Eligibility (for transfers of control only)**

As a result of transfer of control, must the licensee now claim a larger or higher category of eligibility than was originally declared?

If 'Yes', the new category of eligibility of the licensee is:

Certification Statement for Transferees

Transferee certifies that the answers provided in Item 4 are true and correct.

Attachment List

Attachment Type	Date	Description	Contents
Other	10/19/01	Ex. I: Public Interest Statement	0176975405952884763172774.pdf
Other	10/19/01	Ex. II: Unjust Enrichment	0176975415952884763172774.pdf
Other	10/19/01	Ex. II: Unjust Enrichment Schedules A-G	0176975425952884763172774.pdf
Other	10/19/01	Ex. III: Merger Agreement	0176975435952884763172774.pdf
Other	10/19/01	Ex. IV: FCC Form 602	0176975445952884763172774.pdf



ALL-STATE LEGAL 800-222-0310 ED11-AC RECYCLED

FCC 603	FCC Wireless Telecommunications Bureau Application for Assignments of Authorization and Transfers of Control	Approved by OMB 3060 - 0800 See instructions for public burden estimate Submitted 10/19/2001 at 03:22PM File Number: 0000634838
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1) Application Purpose: Transfer of Control	
2a) If this request is for an Amendment or Withdrawal, enter the File Number of the pending application currently on file with the FCC.	File Number:
2b) File numbers of related pending applications currently on file with the FCC:	

Type of Transaction

3a) Is this a <i>pro forma</i> assignment of authorization or transfer of control? No
3b) If the answer to Item 3a is 'Yes', is this a notification of a <i>pro forma</i> transaction being filed under the Commission's forbearance procedures for telecommunications licenses?
4) For assignment of authorization only, is this a partition and/or disaggregation?
5) Does this filing request a waiver of the Commission's rules? No
6) Are attachments being filed with this application? Yes
7a) Does the transaction that is the subject of this application also involve transfer or assignment of other wireless licenses held by the assignor/transferor or affiliates of the assignor/transferor (e.g., parents, subsidiaries, or commonly controlled entities) that are not included on this form and for which Commission approval is required? Yes
7b) Does the transaction that is the subject of this application also involve transfer or assignment of non-wireless licenses that are not included on this form and for which Commission approval is required? Yes

Transaction Information

8) How will assignment of authorization or transfer of control be accomplished? Sale or other assignment or transfer of stock If required by applicable rule, attach as an exhibit a statement on how control is to be assigned or transferred, along with copies of any pertinent contracts, agreements, instruments, certified copies of Court Orders, etc.
9) The assignment of authorization or transfer of control of license is: Voluntary

Licensee/Assignor Information

10a) Taxpayer Identification Number: 640896433	10b) SGIN: 000	10c) FCC Registration Number (FRN): 0001743640
11) First Name (if individual):	MI:	Last Name:
12) Entity Name (if not an individual): DigiCall, Inc.		
13) Attention To: Thomas Sullivan		
14) P.O. Box:	And / Or	15) Street Address: 1010 N. Glebe Road, Suite 800
16) City: Arlington	17) State: VA	18) Zip: 22201
19) Telephone Number: (703)236-1100	20) FAX: (703)236-1101	
21) E-Mail Address: tsullivan@telecorp1.com		

22) Race, Ethnicity, Gender of Assignor/Licensee (Optional)

Race:	American Indian or Alaska Native:	Asian:	Black or African-American:	Native Hawaiian or Other Pacific Islander:	White:
Ethnicity:	Hispanic or Latino:	Not Hispanic or Latino:			
Gender:	Female:	Male:			

Transferor Information (for transfers of control only)

23a) Taxpayer Identification Number: A00002250		23b) SGIN: 000	23c) FCC Registration Number (FRN):
24) First Name (if individual):	MI:	Last Name:	Suffix:
25) Entity Name (if not an individual): TeleCorp PCS, Inc.			
26) P.O. Box:	And / Or	27) Street Address: 1010 N. Glebe Road, Suite 800	
28) City: Arlington	29) State: VA	30) Zip: 22201	
31) Telephone Number: (703)236-1100		32) FAX: (703)236-1101	
33) E-Mail Address: tsullivan@telecorp1.com			

Name of Transferor Contact Representative (if other than Transferor) (for transfers of control only)

34) First Name: Eric	MI: W	Last Name: DeSilva	Suffix:
35) Company Name: Wiley, Rein & Fielding			
36) P.O. Box:	And / Or	37) Street Address: 1776 K Street, NW	
38) City: Washington	39) State: DC	40) Zip: 20006	
41) Telephone Number: (202)719-3182		42) FAX: (202)719-4969	
43) E-Mail Address: edesilva@wrf.com			

Assignee/Transferee Information

44) The Assignee is a(n): Corporation			
45a) Taxpayer Identification Number: 911379052	45b) SGIN: 000	45c) FCC Registration Number (FRN): 0004122032	
46) First Name (if individual):	MI:	Last Name:	Suffix:
47) Entity Name (if other than individual): AT&T Wireless Services, Inc.			
48) Name of Real Party in Interest:		49) TIN:	
50) Attention To:			
51) P.O. Box:	And / Or	52) Street Address: 1150 Connecticut Avenue, N.W., 4th Floor	
53) City: Washington	54) State: DC	55) Zip: 20036	
56) Telephone Number: (202)223-9222		57) FAX: (202)223-9095	
58) E-Mail Address:			

Name of Assignee/Transferee Contact Representative (if other than Assignee/Transferee)

59) First Name: David	MI: C	Last Name: Jatlow	Suffix:
60) Company Name: AT&T Wireless Services, Inc.			
61) P.O. Box:	And / Or	62) Street Address: 1150 Connecticut Avenue, NW, 4th Floor	
63) City: Washington	64) State: DC	65) Zip: 20036	
66) Telephone Number: (202)223-9222		67) FAX: (202)223-9095	
68) E-Mail Address: david.jatlow@attws.com			

Alien Ownership Questions

69) Is the Assignee or Transferee a foreign government or the representative of any foreign government?	No
70) Is the Assignee or Transferee an alien or the representative of an alien?	No
71) Is the Assignee or Transferee a corporation organized under the laws of any foreign government?	No
72) Is the Assignee or Transferee a corporation of which more than one-fifth of the capital stock is owned of record or voted by aliens or their representatives or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country?	No
73) Is the Assignee or Transferee directly or indirectly controlled by any other corporation of which more than one-fourth of the capital stock is owned of record or voted by aliens, their representatives, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign country? If 'Yes', attach exhibit explaining nature and extent of alien or foreign ownership or control.	No

Basic Qualification Questions

74) Has the Assignee or Transferee or any party to this application had any FCC station authorization, license or construction permit revoked or had any application for an initial, modification or renewal of FCC station authorization, license, construction permit denied by the Commission? If 'Yes', attach exhibit explaining circumstances.	No
75) Has the Assignee or Transferee or any party to this application, or any party directly or indirectly controlling the Assignee or Transferee, or any party to this application ever been convicted of a felony by any state or federal court? If 'Yes', attach exhibit explaining circumstances.	No
76) Has any court finally adjudged the Assignee or Transferee, or any party directly or indirectly controlling the Assignee or Transferee guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement, or any other means or unfair methods of competition? If 'Yes', attach exhibit explaining circumstances.	No
77) Is the Assignee or Transferee, or any party directly or indirectly controlling the Assignee or Transferee currently a party in any pending matter referred to in the preceding two items? If 'Yes', attach exhibit explaining circumstances.	No

78) Race, Ethnicity, Gender of Assignee/Transferee (Optional)

Race:	American Indian or Alaska Native:	Asian:	Black or African-American:	Native Hawaiian or Other Pacific Islander:	White:
Ethnicity:	Hispanic or Latino:	Not Hispanic or Latino:			
Gender:	Female:	Male:			

Assignor/Transferor Certification Statements

1) The Assignor or Transferor certifies either (1) that the authorization will not be assigned or that control of the license will not be transferred until the consent of the Federal Communications Commission has been given, or (2) that prior Commission consent is not required because the transaction is subject to streamlined notification procedures for <i>pro forma</i> assignments and transfers by telecommunications carriers. See <i>Memorandum Opinion and Order</i> , 13 FCC Rcd. 6293(1998).			
2) The Assignor or Transferor certifies that all statements made in this application and in the exhibits, attachments, or in documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.			
79) Typed or Printed Name of Party Authorized to Sign			
First Name: Thomas	MI: H	Last Name: Sullivan	Suffix:
80) Title: President			
Signature: Thomas H Sullivan		81) Date: 10/19/01	

Assignee/Transferee Certification Statements

1) The Assignee or Transferee certifies either (1) that the authorization will not be assigned or that control of the license will not be transferred until the consent of the Federal Communications Commission has been given, or (2) that prior Commission consent is not required because the transaction is subject to streamlined notification procedures for <i>pro forma</i> assignments and transfers by telecommunications carriers. See <i>Memorandum Opinion and Order</i> , 13 FCC Rcd. 6293 (1998).
2) The Assignee or Transferee waives any claim to the use of any particular frequency or of the electromagnetic spectrum as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise, and requests an authorization in accordance with this application.
3) The Assignee or Transferee certifies that grant of this application would not cause the Assignee or Transferee to be in violation of any pertinent cross-ownership, attribution, or spectrum cap rule. *If the applicant has sought a waiver of any such rule in connection with this application, it may make this certification subject to the outcome of the waiver request.
4) The Assignee or Transferee agrees to assume all obligations and abide by all conditions imposed on the Assignor or Transferor under the subject authorization(s), unless the Federal Communications Commission pursuant to a request made herein otherwise allows, except for liability for any act done by, or any right accrued by, or any suit or proceeding had or commenced against the Assignor or Transferor prior to this assignment.
5) The Assignee or Transferee certifies that all statements made in this application and in the exhibits, attachments, or in documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.
6) The Assignee or Transferee certifies that neither it nor any other party to the application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1998, 21 U.S.C § 862, because of a conviction for possession or distribution of a controlled substance. See Section 1.2002(b) of the rules, 47 CFR § 1.2002(b), for the definition of "party to the application" as used in this certification.
7) The applicant certifies that it either (1) has an updated Form 602 on file with the Commission. (2) is filing an updated Form 602 simultaneously with this application, or (3) is not required to file Form 602 under the Commission's Rules.

82) Typed or Printed Name of Party Authorized to Sign

First Name: Douglas	MI: I	Last Name: Brandon	Suffix:
83) Title: Vice President			
Signature: Douglas I Brandon		84) Date: 10/19/01	
WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY ATTACHMENTS ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001) AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).			

Authorizations To Be Assigned or Transferred

85) Call Sign	86) Radio Service	87) Location Number	88) Path Number (Microwave only)	89) Lower or Center Frequency (MHz)	90) Upper Frequency (MHz)	91) Constructed Yes / No
KNLG908	AL					Yes
KNLG922	AL					Yes
KNLG918	AL					Yes
KNLG925	AL					Yes

FCC Form 603 Schedule A	Schedule for Assignments of Authorization and Transfers of Control in Auctioned Services	Approved by OMB 3060 - 0800 See instructions for public burden estimate
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Assignments of Authorization

1) Assignee Eligibility for Installment Payments (for assignments of authorization only)

Is the Assignee claiming the same category or a smaller category of eligibility for installment payments as the Assignor (as determined by the applicable rules governing the licenses issued to the Assignor)?

If 'Yes', is the Assignee applying for installment payments?

2) Gross Revenues and Total Assets Information (if required) (for assignments of authorization only)

Refer to applicable auction rules for method to determine required gross revenues and total assets information

Year 1 Gross Revenues (current)	Year 2 Gross Revenues	Year 3 Gross Revenues	Total Assets:

3) Certification Statements

For Assignees Claiming Eligibility as an Entrepreneur Under the General Rule

Assignee certifies that they are eligible to obtain the licenses for which they apply.

For Assignees Claiming Eligibility as a Publicly Traded Corporation

Assignee certifies that they are eligible to obtain the licenses for which they apply and that they comply with the definition of a Publicly Traded Corporation, as set out in the applicable FCC rules.

For Assignees Claiming Eligibility Using a Control Group Structure

Assignee certifies that they are eligible to obtain the licenses for which they apply.

Assignee certifies that the applicant's sole control group member is a pre-existing entity, if applicable.

For Assignees Claiming Eligibility as a Very Small Business, Very Small Business Consortium, Small Business, or as a Small Business Consortium

Assignee certifies that they are eligible to obtain the licenses for which they apply.

Assignee certifies that the applicant's sole control group member is a pre-existing entity, if applicable.

For Assignees Claiming Eligibility as a Rural Telephone Company

Assignee certifies that they meet the definition of a Rural Telephone Company as set out in the applicable FCC rules, and must disclose all parties to agreement(s) to partition licenses won in this auction. See applicable FCC rules.

Transfers of Control**4) Licensee Eligibility (for transfers of control only)**

As a result of transfer of control, must the licensee now claim a larger or higher category of eligibility than was originally declared?

If 'Yes', the new category of eligibility of the licensee is:

Certification Statement for Transferees

Transferee certifies that the answers provided in Item 4 are true and correct.

Attachment List

Attachment Type	Date	Description	Contents
Other	10/19/01	Ex. I: Public Interest Statement	0176975451192324366823664.pdf
Other	10/19/01	Ex. II: Unjust Enrichment	0176975461192324366823664.pdf
Other	10/19/01	Ex. II: Unjust Enrichment Schedules A-G	0176975471192324366823664.pdf
Other	10/19/01	Ex. III: Merger Agreement	0176975481192324366823664.pdf
Other	10/19/01	Ex. IV: FCC Form 602	0176975491192324366823664.pdf



FCC 603	FCC Wireless Telecommunications Bureau Application for Assignments of Authorization and Transfers of Control	Approved by OMB 3060 - 0800 See instructions for public burden estimate Submitted 10/19/2001 at 03:24PM File Number: 0000634842
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1) Application Purpose: Transfer of Control	
2a) If this request is for an Amendment or Withdrawal, enter the File Number of the pending application currently on file with the FCC.	File Number:
2b) File numbers of related pending applications currently on file with the FCC:	

Type of Transaction

3a) Is this a <i>pro forma</i> assignment of authorization or transfer of control? No
3b) If the answer to Item 3a is 'Yes', is this a notification of a <i>pro forma</i> transaction being filed under the Commission's forbearance procedures for telecommunications licenses?
4) For assignment of authorization only, is this a partition and/or disaggregation?
5) Does this filing request a waiver of the Commission's rules? No
6) Are attachments being filed with this application? Yes
7a) Does the transaction that is the subject of this application also involve transfer or assignment of other wireless licenses held by the assignor/transferor or affiliates of the assignor/transferor(e.g., parents, subsidiaries, or commonly controlled entities) that are not included on this form and for which Commission approval is required? Yes
7b) Does the transaction that is the subject of this application also involve transfer or assignment of non-wireless licenses that are not included on this form and for which Commission approval is required? Yes

Transaction Information

8) How will assignment of authorization or transfer of control be accomplished? Sale or other assignment or transfer of stock If required by applicable rule, attach as an exhibit a statement on how control is to be assigned or transferred, along with copies of any pertinent contracts, agreements, instruments, certified copies of Court Orders, etc.
9) The assignment of authorization or transfer of control of license is: Voluntary

Licensee/Assignor Information

10a) Taxpayer Identification Number: 640896432	10b) SGIN: 000	10c) FCC Registration Number (FRN): 0001743657
11) First Name (if individual):	MI:	Last Name: Suffix:
12) Entity Name (if not an individual): DigiCom, Inc.		
13) Attention To: Thomas Sullivan		
14) P.O. Box:	And / Or	15) Street Address: 1010 N. Glebe Road, Suite 800
16) City: Arlington	17) State: VA	18) Zip: 22201
19) Telephone Number: (703)236-1100	20) FAX: (703)236-1101	
21) E-Mail Address: tsullivan@telecorp1.com		

22) Race, Ethnicity, Gender of Assignor/Licensee (Optional)

Race:	American Indian or Alaska Native:	Asian:	Black or African-American:	Native Hawaiian or Other Pacific Islander:	White:
Ethnicity:	Hispanic or Latino:	Not Hispanic or Latino:			
Gender:	Female:	Male:			

Transferor Information (for transfers of control only)

23a) Taxpayer Identification Number: A00002250		23b) SGIN: 000	23c) FCC Registration Number (FRN):
24) First Name (if individual):	MI:	Last Name:	Suffix:
25) Entity Name (if not an individual): TeleCorp PCS, Inc.			
26) P.O. Box:	And / Or	27) Street Address: 1010 N. Glebe Road, Suite 800	
28) City: Arlington	29) State: VA	30) Zip: 22201	
31) Telephone Number: (703)236-1100		32) FAX: (703)236-1101	
33) E-Mail Address: tsullivan@telecorp1.com			

Name of Transferor Contact Representative (if other than Transferor) (for transfers of control only)

34) First Name: Eric	MI: W	Last Name: DeSilva	Suffix:
35) Company Name: Wiley, Rein & Fielding			
36) P.O. Box:	And / Or	37) Street Address: 1776 K Street, NW	
38) City: Washington	39) State: DC	40) Zip: 20006	
41) Telephone Number: (202)719-3182		42) FAX: (202)719-4969	
43) E-Mail Address: edesilva@wrf.com			

Assignee/Transferee Information

44) The Assignee is a(n): Corporation			
45a) Taxpayer Identification Number: 911379052		45b) SGIN: 000	45c) FCC Registration Number (FRN): 0004122032
46) First Name (if individual):	MI:	Last Name:	Suffix:
47) Entity Name (if other than individual): AT&T Wireless Services, Inc.			
48) Name of Real Party in Interest:			49) TIN:
50) Attention To:			
51) P.O. Box:	And / Or	52) Street Address: 1150 Connecticut Avenue, N.W., 4th Floor	
53) City: Washington	54) State: DC	55) Zip: 20036	
56) Telephone Number: (202)223-9222		57) FAX: (202)223-9095	
58) E-Mail Address:			

Name of Assignee/Transferee Contact Representative (if other than Assignee/Transferee)

59) First Name: David	MI: C	Last Name: Jatlow	Suffix:
60) Company Name: AT&T Wireless Services, Inc.			
61) P.O. Box:	And / Or	62) Street Address: 1150 Connecticut Avenue, NW, 4th Floor	
63) City: Washington	64) State: DC	65) Zip: 20036	
66) Telephone Number: (202)223-9222		67) FAX: (202)223-9095	
68) E-Mail Address: david.jatlow@attws.com			

Alien Ownership Questions

69) Is the Assignee or Transferee a foreign government or the representative of any foreign government?	No
70) Is the Assignee or Transferee an alien or the representative of an alien?	No
71) Is the Assignee or Transferee a corporation organized under the laws of any foreign government?	No
72) Is the Assignee or Transferee a corporation of which more than one-fifth of the capital stock is owned of record or voted by aliens or their representatives or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country?	No
73) Is the Assignee or Transferee directly or indirectly controlled by any other corporation of which more than one-fourth of the capital stock is owned of record or voted by aliens, their representatives, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign country? If 'Yes', attach exhibit explaining nature and extent of alien or foreign ownership or control.	No

Basic Qualification Questions

74) Has the Assignee or Transferee or any party to this application had any FCC station authorization, license or construction permit revoked or had any application for an initial, modification or renewal of FCC station authorization, license, construction permit denied by the Commission? If 'Yes', attach exhibit explaining circumstances.	No
75) Has the Assignee or Transferee or any party to this application, or any party directly or indirectly controlling the Assignee or Transferee, or any party to this application ever been convicted of a felony by any state or federal court? If 'Yes', attach exhibit explaining circumstances.	No
76) Has any court finally adjudged the Assignee or Transferee, or any party directly or indirectly controlling the Assignee or Transferee guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement, or any other means or unfair methods of competition? If 'Yes', attach exhibit explaining circumstances.	No
77) Is the Assignee or Transferee, or any party directly or indirectly controlling the Assignee or Transferee currently a party in any pending matter referred to in the preceding two items? If 'Yes', attach exhibit explaining circumstances.	No

78) Race, Ethnicity, Gender of Assignee/Transferee (Optional)

Race:	American Indian or Alaska Native:	Asian:	Black or African-American:	Native Hawaiian or Other Pacific Islander:	White:
Ethnicity:	Hispanic or Latino:	Not Hispanic or Latino:			
Gender:	Female:	Male:			

Assignor/Transferor Certification Statements

1) The Assignor or Transferor certifies either (1) that the authorization will not be assigned or that control of the license will not be transferred until the consent of the Federal Communications Commission has been given, or (2) that prior Commission consent is not required because the transaction is subject to streamlined notification procedures for <i>pro forma</i> assignments and transfers by telecommunications carriers. See <i>Memorandum Opinion and Order</i> , 13 FCC Rcd. 6293(1998).			
2) The Assignor or Transferor certifies that all statements made in this application and in the exhibits, attachments, or in documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.			
79) Typed or Printed Name of Party Authorized to Sign			
First Name: Thomas	MI: H	Last Name: Sullivan	Suffix:
80) Title: President			
Signature: Thomas H Sullivan		81) Date: 10/19/01	

Assignee/Transferee Certification Statements

1) The Assignee or Transferee certifies either (1) that the authorization will not be assigned or that control of the license will not be transferred until the consent of the Federal Communications Commission has been given, or (2) that prior Commission consent is not required because the transaction is subject to streamlined notification procedures for <i>pro forma</i> assignments and transfers by telecommunications carriers. See <i>Memorandum Opinion and Order</i> , 13 FCC Rcd. 6293 (1998).
2) The Assignee or Transferee waives any claim to the use of any particular frequency or of the electromagnetic spectrum as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise, and requests an authorization in accordance with this application.
3) The Assignee or Transferee certifies that grant of this application would not cause the Assignee or Transferee to be in violation of any pertinent cross-ownership, attribution, or spectrum cap rule. *If the applicant has sought a waiver of any such rule in connection with this application, it may make this certification subject to the outcome of the waiver request.
4) The Assignee or Transferee agrees to assume all obligations and abide by all conditions imposed on the Assignor or Transferor under the subject authorization(s), unless the Federal Communications Commission pursuant to a request made herein otherwise allows, except for liability for any act done by, or any right accrued by, or any suit or proceeding had or commenced against the Assignor or Transferor prior to this assignment.
5) The Assignee or Transferee certifies that all statements made in this application and in the exhibits, attachments, or in documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.
6) The Assignee or Transferee certifies that neither it nor any other party to the application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1998, 21 U.S.C § 862, because of a conviction for possession or distribution of a controlled substance. See Section 1.2002(b) of the rules, 47 CFR § 1.2002(b), for the definition of "party to the application" as used in this certification.
7) The applicant certifies that it either (1) has an updated Form 602 on file with the Commission, (2) is filing an updated Form 602 simultaneously with this application, or (3) is not required to file Form 602 under the Commission's Rules.

82) Typed or Printed Name of Party Authorized to Sign

First Name: Douglas	MI: I	Last Name: Brandon	Suffix:
83) Title: Vice President			
Signature: Douglas I Brandon		84) Date: 10/19/01	
WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY ATTACHMENTS ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001) AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).			

Authorizations To Be Assigned or Transferred

85) Call Sign	86) Radio Service	87) Location Number	88) Path Number (Microwave only)	89) Lower or Center Frequency (MHz)	90) Upper Frequency (MHz)	91) Constructed Yes / No
KNLG909	AL					Yes
KNLG923	AL					Yes

FCC Form 603 Schedule A	Schedule for Assignments of Authorization and Transfers of Control in Auctioned Services	Approved by OMB 3060 - 0800 See instructions for public burden estimate
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Assignments of Authorization

1) Assignee Eligibility for Installment Payments (for assignments of authorization only)

Is the Assignee claiming the same category or a smaller category of eligibility for installment payments as the Assignor (as determined by the applicable rules governing the licenses issued to the Assignor)?
If 'Yes', is the Assignee applying for installment payments?

2) Gross Revenues and Total Assets Information (if required) (for assignments of authorization only)

Refer to applicable auction rules for method to determine required gross revenues and total assets information

Year 1 Gross Revenues (current)	Year 2 Gross Revenues	Year 3 Gross Revenues	Total Assets:
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3) Certification Statements

For Assignees Claiming Eligibility as an Entrepreneur Under the General Rule

Assignee certifies that they are eligible to obtain the licenses for which they apply.

For Assignees Claiming Eligibility as a Publicly Traded Corporation

Assignee certifies that they are eligible to obtain the licenses for which they apply and that they comply with the definition of a Publicly Traded Corporation, as set out in the applicable FCC rules.

For Assignees Claiming Eligibility Using a Control Group Structure

Assignee certifies that they are eligible to obtain the licenses for which they apply.

Assignee certifies that the applicant's sole control group member is a pre-existing entity, if applicable.

For Assignees Claiming Eligibility as a Very Small Business, Very Small Business Consortium, Small Business, or as a Small Business Consortium

Assignee certifies that they are eligible to obtain the licenses for which they apply.

Assignee certifies that the applicant's sole control group member is a pre-existing entity, if applicable.

For Assignees Claiming Eligibility as a Rural Telephone Company

Assignee certifies that they meet the definition of a Rural Telephone Company as set out in the applicable FCC rules, and must disclose all parties to agreement(s) to partition licenses won in this auction. See applicable FCC rules.

Transfers of Control

4) Licensee Eligibility (for transfers of control only)

As a result of transfer of control, must the licensee now claim a larger or higher category of eligibility than was originally declared?

If 'Yes', the new category of eligibility of the licensee is:

Certification Statement for Transferees

Transferee certifies that the answers provided in Item 4 are true and correct.

Attachment List

Attachment Type	Date	Description	Contents
Other	10/19/01	Ex. I: Public Interest Statement	0176975536006256396629965.pdf
Other	10/19/01	Ex. II: Unjust Enrichment	0176975546006256396629965.pdf
Other	10/19/01	Ex. II: Unjust Enrichment Schedules A-G	0176975556006256396629965.pdf
Other	10/19/01	Ex. III: Merger Agreement	0176975566006256396629965.pdf
Other	10/19/01	Ex. IV: FCC Form 602	0176975576006256396629965.pdf



ALL STATE LEGAL 800-222-0510 EDIT:AC RECYCLED

FCC 603	FCC Wireless Telecommunications Bureau Application for Assignments of Authorization and Transfers of Control	Approved by OMB 3060 - 0800 See instructions for public burden estimate Submitted 10/19/2001 at 03:25PM File Number: 0000634843
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1) Application Purpose: **Transfer of Control**

2a) If this request is for an Amendment or Withdrawal, enter the File Number of the pending application currently on file with the FCC. File Number:

2b) File numbers of related pending applications currently on file with the FCC:

Type of Transaction

3a) Is this a *pro forma* assignment of authorization or transfer of control? **No**

3b) If the answer to Item 3a is 'Yes', is this a notification of a *pro forma* transaction being filed under the Commission's forbearance procedures for telecommunications licenses?

4) For assignment of authorization only, is this a partition and/or disaggregation?

5) Does this filing request a waiver of the Commission's rules? **No**

6) Are attachments being filed with this application? **Yes**

7a) Does the transaction that is the subject of this application also involve transfer or assignment of other wireless licenses held by the assignor/transferor or affiliates of the assignor/transferor (e.g., parents, subsidiaries, or commonly controlled entities) that are not included on this form and for which Commission approval is required? **Yes**

7b) Does the transaction that is the subject of this application also involve transfer or assignment of non-wireless licenses that are not included on this form and for which Commission approval is required? **Yes**

Transaction Information

8) How will assignment of authorization or transfer of control be accomplished? **Sale or other assignment or transfer of stock**
 If required by applicable rule, attach as an exhibit a statement on how control is to be assigned or transferred, along with copies of any pertinent contracts, agreements, instruments, certified copies of Court Orders, etc.

9) The assignment of authorization or transfer of control of license is: **Voluntary**

Licensee/Assignor Information

10a) Taxpayer Identification Number: 640896418	10b) SGIN: 000	10c) FCC Registration Number (FRN): 0001743731
11) First Name (if individual):	MI:	Last Name: Suffix:
12) Entity Name (if not an individual): QuinCom, Inc.		
13) Attention To: Thomas Sullivan		
14) P.O. Box:	And / Or	15) Street Address: 1010 N. Glebe Road, Suite 800
16) City: Arlington	17) State: VA	18) Zip: 22201
19) Telephone Number: (703)236-1100	20) FAX: (703)236-1101	
21) E-Mail Address: tsullivan@telecorp1.com		

22) Race, Ethnicity, Gender of Assignor/Licensee (Optional)

Race:	American Indian or Alaska Native:	Asian:	Black or African-American:	Native Hawaiian or Other Pacific Islander:	White:
Ethnicity:	Hispanic or Latino:	Not Hispanic or Latino:			
Gender:	Female:	Male:			

Transferor Information (for transfers of control only)

23a) Taxpayer Identification Number: A00002250		23b) SGIN: 000	23c) FCC Registration Number (FRN):
24) First Name (if individual):	MI:	Last Name:	Suffix:
25) Entity Name (if not an individual): TeleCorp PCS, Inc.			
26) P.O. Box:	And / Or	27) Street Address: 1010 N. Glebe Road, Suite 800	
28) City: Arlington	29) State: VA	30) Zip: 22201	
31) Telephone Number: (703)236-1100		32) FAX: (703)236-1101	
33) E-Mail Address: tsullivan@telecorp1.com			

Name of Transferor Contact Representative (if other than Transferor) (for transfers of control only)

34) First Name: Eric	MI: W	Last Name: DeSilva	Suffix:
35) Company Name: Wiley, Rein & Fielding			
36) P.O. Box:	And / Or	37) Street Address: 1776 K Street, NW	
38) City: Washington	39) State: DC	40) Zip: 20006	
41) Telephone Number: (202)719-3182		42) FAX: (202)719-4969	
43) E-Mail Address: edesilva@wrf.com			

Assignee/Transferee Information

44) The Assignee is a(n): Corporation			
45a) Taxpayer Identification Number: 911379052		45b) SGIN: 000	45c) FCC Registration Number (FRN): 0004122032
46) First Name (if individual):	MI:	Last Name:	Suffix:
47) Entity Name (if other than individual): AT&T Wireless Services, Inc.			
48) Name of Real Party in Interest:			49) TIN:
50) Attention To:			
51) P.O. Box:	And / Or	52) Street Address: 1150 Connecticut Avenue, N.W., 4th Floor	
53) City: Washington	54) State: DC	55) Zip: 20036	
56) Telephone Number: (202)223-9222		57) FAX: (202)223-9095	
58) E-Mail Address:			

Name of Assignee/Transferee Contact Representative (if other than Assignee/Transferee)

59) First Name: David	MI: C	Last Name: Jatlow	Suffix:
60) Company Name: AT&T Wireless Services, Inc.			
61) P.O. Box:	And / Or	62) Street Address: 1150 Connecticut Avenue, NW, 4th Floor	
63) City: Washington	64) State: DC	65) Zip: 20036	
66) Telephone Number: (202)223-9222		67) FAX: (202)223-9095	
68) E-Mail Address: david.jatlow@attws.com			

Alien Ownership Questions

69) Is the Assignee or Transferee a foreign government or the representative of any foreign government?	No
70) Is the Assignee or Transferee an alien or the representative of an alien?	No
71) Is the Assignee or Transferee a corporation organized under the laws of any foreign government?	No
72) Is the Assignee or Transferee a corporation of which more than one-fifth of the capital stock is owned of record or voted by aliens or their representatives or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country?	No
73) Is the Assignee or Transferee directly or indirectly controlled by any other corporation of which more than one-fourth of the capital stock is owned of record or voted by aliens, their representatives, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign country? If 'Yes', attach exhibit explaining nature and extent of alien or foreign ownership or control.	No

Basic Qualification Questions

74) Has the Assignee or Transferee or any party to this application had any FCC station authorization, license or construction permit revoked or had any application for an initial, modification or renewal of FCC station authorization, license, construction permit denied by the Commission? If 'Yes', attach exhibit explaining circumstances.	No
75) Has the Assignee or Transferee or any party to this application, or any party directly or indirectly controlling the Assignee or Transferee, or any party to this application ever been convicted of a felony by any state or federal court? If 'Yes', attach exhibit explaining circumstances.	No
76) Has any court finally adjudged the Assignee or Transferee, or any party directly or indirectly controlling the Assignee or Transferee guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement, or any other means or unfair methods of competition? If 'Yes', attach exhibit explaining circumstances.	No
77) Is the Assignee or Transferee, or any party directly or indirectly controlling the Assignee or Transferee currently a party in any pending matter referred to in the preceding two items? If 'Yes', attach exhibit explaining circumstances.	No

78) Race, Ethnicity, Gender of Assignee/Transferee (Optional)

Race:	American Indian or Alaska Native:	Asian:	Black or African-American:	Native Hawaiian or Other Pacific Islander:	White:
Ethnicity:	Hispanic or Latino:	Not Hispanic or Latino:			
Gender:	Female:	Male:			

Assignor/Transferor Certification Statements

1) The Assignor or Transferor certifies either (1) that the authorization will not be assigned or that control of the license will not be transferred until the consent of the Federal Communications Commission has been given, or (2) that prior Commission consent is not required because the transaction is subject to streamlined notification procedures for *pro forma* assignments and transfers by telecommunications carriers. See *Memorandum Opinion and Order*, 13 FCC Rcd. 6293(1998).

2) The Assignor or Transferor certifies that all statements made in this application and in the exhibits, attachments, or in documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.

79) Typed or Printed Name of Party Authorized to Sign

First Name: Thomas	MI: H	Last Name: Sullivan	Suffix:
--------------------	-------	---------------------	---------

80) Title: President

Signature: Thomas H Sullivan	81) Date: 10/19/01
------------------------------	--------------------

Assignee/Transferee Certification Statements

1) The Assignee or Transferee certifies either (1) that the authorization will not be assigned or that control of the license will not be transferred until the consent of the Federal Communications Commission has been given, or (2) that prior Commission consent is not required because the transaction is subject to streamlined notification procedures for *pro forma* assignments and transfers by telecommunications carriers. See *Memorandum Opinion and Order*, 13 FCC Rcd. 6293 (1998).

2) The Assignee or Transferee waives any claim to the use of any particular frequency or of the electromagnetic spectrum as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise, and requests an authorization in accordance with this application.

3) The Assignee or Transferee certifies that grant of this application would not cause the Assignee or Transferee to be in violation of any pertinent cross-ownership, attribution, or spectrum cap rule.
*If the applicant has sought a waiver of any such rule in connection with this application, it may make this certification subject to the outcome of the waiver request.

4) The Assignee or Transferee agrees to assume all obligations and abide by all conditions imposed on the Assignor or Transferor under the subject authorization(s), unless the Federal Communications Commission pursuant to a request made herein otherwise allows, except for liability for any act done by, or any right accrued by, or any suit or proceeding had or commenced against the Assignor or Transferor prior to this assignment.

5) The Assignee or Transferee certifies that all statements made in this application and in the exhibits, attachments, or in documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.

6) The Assignee or Transferee certifies that neither it nor any other party to the application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1998, 21 U.S.C. § 862, because of a conviction for possession or distribution of a controlled substance. See Section 1.2002(b) of the rules, 47 CFR § 1.2002(b), for the definition of "party to the application" as used in this certification.

7) The applicant certifies that it either (1) has an updated Form 602 on file with the Commission, (2) is filing an updated Form 602 simultaneously with this application, or (3) is not required to file Form 602 under the Commission's Rules.

82) Typed or Printed Name of Party Authorized to Sign

First Name: Douglas	MI: I	Last Name: Brandon	Suffix:
83) Title: Vice President			
Signature: Douglas I Brandon		84) Date: 10/19/01	
WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY ATTACHMENTS ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001) AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).			

Authorizations To Be Assigned or Transferred

85) Call Sign	86) Radio Service	87) Location Number	88) Path Number (Microwave only)	89) Lower or Center Frequency (MHz)	90) Upper Frequency (MHz)	91) Constructed Yes / No
KNLG912	AL					Yes
KNLG933	AL					Yes
KNLG914	AL					Yes
KNLG927	AL					Yes
KNLG928	AL					Yes

FCC Form 603 Schedule A	Schedule for Assignments of Authorization and Transfers of Control in Auctioned Services	Approved by OMB 3060 - 0800 See instructions for public burden estimate
------------------------------------	---	--

Assignments of Authorization

1) Assignee Eligibility for Installment Payments (for assignments of authorization only)

Is the Assignee claiming the same category or a smaller category of eligibility for installment payments as the Assignor (as determined by the applicable rules governing the licenses issued to the Assignor)?
If 'Yes', is the Assignee applying for installment payments?

2) Gross Revenues and Total Assets Information (if required) (for assignments of authorization only)

Refer to applicable auction rules for method to determine required gross revenues and total assets information

Year 1 Gross Revenues (current)	Year 2 Gross Revenues	Year 3 Gross Revenues	Total Assets:

3) Certification Statements

For Assignees Claiming Eligibility as an Entrepreneur Under the General Rule

Assignee certifies that they are eligible to obtain the licenses for which they apply.
--

For Assignees Claiming Eligibility as a Publicly Traded Corporation

Assignee certifies that they are eligible to obtain the licenses for which they apply and that they comply with the definition of a Publicly Traded Corporation, as set out in the applicable FCC rules.
--

For Assignees Claiming Eligibility Using a Control Group Structure

Assignee certifies that they are eligible to obtain the licenses for which they apply.
Assignee certifies that the applicant's sole control group member is a pre-existing entity, if applicable.

For Assignees Claiming Eligibility as a Very Small Business, Very Small Business Consortium, Small Business, or as a Small Business Consortium

Assignee certifies that they are eligible to obtain the licenses for which they apply.
Assignee certifies that the applicant's sole control group member is a pre-existing entity, if applicable.

For Assignees Claiming Eligibility as a Rural Telephone Company

Assignee certifies that they meet the definition of a Rural Telephone Company as set out in the applicable FCC rules, and must
--

Assignee certifies that they meet the definition of a Rural Telephone Company as set out in the applicable FCC rules, and must disclose all parties to agreement(s) to partition licenses won in this auction. See applicable FCC rules.

Transfers of Control

4) Licensee Eligibility (for transfers of control only)

As a result of transfer of control, must the licensee now claim a larger or higher category of eligibility than was originally declared?

If 'Yes', the new category of eligibility of the licensee is:

Certification Statement for Transferees

Transferee certifies that the answers provided in Item 4 are true and correct.

Attachment List

Attachment Type	Date	Description	Contents
Other	10/19/01	Ex. I: Public Interest Statement	0176975588289524095576874.pdf
Other	10/19/01	Ex. II: Unjust Enrichment	0176975598289524095576874.pdf
Other	10/19/01	Ex. II: Unjust Enrichment Schedules A-G	0176975608289524095576874.pdf
Other	10/19/01	Ex. III: Merger Agreement	0176975618289524095576874.pdf
Other	10/19/01	Ex. IV: FCC Form 602	0176975628289524095576874.pdf



FCC 603	FCC Wireless Telecommunications Bureau Application for Assignments of Authorization and Transfers of Control	Approved by OMB 3060 - 0800 See instructions for public burden estimate Submitted 10/19/2001 at 03:36PM File Number: 0000634892
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1) Application Purpose: Transfer of Control	
2a) If this request is for an Amendment or Withdrawal, enter the File Number of the pending application currently on file with the FCC.	File Number:
2b) File numbers of related pending applications currently on file with the FCC:	

Type of Transaction

3a) Is this a <i>pro forma</i> assignment of authorization or transfer of control? No
3b) If the answer to Item 3a is 'Yes', is this a notification of a <i>pro forma</i> transaction being filed under the Commission's forbearance procedures for telecommunications licenses?
4) For assignment of authorization only, is this a partition and/or disaggregation?
5) Does this filing request a waiver of the Commission's rules? No
6) Are attachments being filed with this application? Yes
7a) Does the transaction that is the subject of this application also involve transfer or assignment of other wireless licenses held by the assignor/transferor or affiliates of the assignor/transferor (e.g., parents, subsidiaries, or commonly controlled entities) that are not included on this form and for which Commission approval is required? Yes
7b) Does the transaction that is the subject of this application also involve transfer or assignment of non-wireless licenses that are not included on this form and for which Commission approval is required? Yes

Transaction Information

8) How will assignment of authorization or transfer of control be accomplished? Sale or other assignment or transfer of stock If required by applicable rule, attach as an exhibit a statement on how control is to be assigned or transferred, along with copies of any pertinent contracts, agreements, instruments, certified copies of Court Orders, etc.
9) The assignment of authorization or transfer of control of license is: Voluntary

Licensee/Assignor Information

10a) Taxpayer Identification Number: 522105807	10b) SGIN: 000	10c) FCC Registration Number (FRN): 0002144541
11) First Name (if individual):	MI:	Last Name: Suffix:
12) Entity Name (if not an individual): TeleCorp Communications, Inc.		
13) Attention To: Thomas Sullivan		
14) P.O. Box:	And / Or	15) Street Address: 1010 N Glebe Rd Ste 800
16) City: Arlington	17) State: VA	18) Zip: 22201
19) Telephone Number: (703)236-1100	20) FAX: (703)236-1104	
21) E-Mail Address: tsullivan@telecorp1.com		

22) Race, Ethnicity, Gender of Assignor/Licensee (Optional)

Race:	American Indian or Alaska Native:	Asian:	Black or African-American:	Native Hawaiian or Other Pacific Islander:	White:
Ethnicity:	Hispanic or Latino:	Not Hispanic or Latino:			
Gender:	Female:	Male:			

Transferor Information (for transfers of control only)

23a) Taxpayer Identification Number: A00002250	23b) SGIN: 000	23c) FCC Registration Number (FRN):
24) First Name (if individual):	MI:	Last Name: Suffix:
25) Entity Name (if not an individual): TeleCorp PCS, Inc.		
26) P.O. Box:	And / Or	27) Street Address: 1010 N. Glebe Road, Suite 800
28) City: Arlington	29) State: VA	30) Zip: 22201
31) Telephone Number: (703)236-1100	32) FAX: (703)236-1101	
33) E-Mail Address: tsullivan@telecorp1.com		

Name of Transferor Contact Representative (if other than Transferor) (for transfers of control only)

34) First Name: Eric	MI: W	Last Name: DeSilva	Suffix:
35) Company Name: Wiley, Rein & Fielding			
36) P.O. Box:	And / Or	37) Street Address: 1776 K Street, NW	
38) City: Washington	39) State: DC	40) Zip: 20006	
41) Telephone Number: (202)719-3182	42) FAX: (202)719-4969		
43) E-Mail Address: edesilva@wrf.com			

Assignee/Transferee Information

44) The Assignee is a(n): Corporation		
45a) Taxpayer Identification Number: 911379052	45b) SGIN: 000	45c) FCC Registration Number (FRN): 0004122032
46) First Name (if individual):	MI:	Last Name: Suffix:
47) Entity Name (if other than individual): AT&T Wireless Services, Inc.		
48) Name of Real Party in Interest:		49) TIN:
50) Attention To:		
51) P.O. Box:	And / Or	52) Street Address: 1150 Connecticut Avenue, N.W., 4th Floor
53) City: Washington	54) State: DC	55) Zip: 20036
56) Telephone Number: (202)223-9222	57) FAX: (202)223-9095	
58) E-Mail Address:		

Name of Assignee/Transferee Contact Representative (if other than Assignee/Transferee)

59) First Name: David	MI: C	Last Name: Jatlow	Suffix:
60) Company Name: AT&T Wireless Services, Inc.			
61) P.O. Box:	And / Or	62) Street Address: 1150 Connecticut Avenue, NW, 4th Floor	
63) City: Washington	64) State: DC	65) Zip: 20036	
66) Telephone Number: (202)223-9222	67) FAX: (202)223-9095		
68) E-Mail Address: david.jatlow@attws.com			

Alien Ownership Questions

69) Is the Assignee or Transferee a foreign government or the representative of any foreign government?	No
70) Is the Assignee or Transferee an alien or the representative of an alien?	No
71) Is the Assignee or Transferee a corporation organized under the laws of any foreign government?	No
72) Is the Assignee or Transferee a corporation of which more than one-fifth of the capital stock is owned of record or voted by aliens or their representatives or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country?	No
73) Is the Assignee or Transferee directly or indirectly controlled by any other corporation of which more than one-fourth of the capital stock is owned of record or voted by aliens, their representatives, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign country? If 'Yes', attach exhibit explaining nature and extent of alien or foreign ownership or control.	No

Basic Qualification Questions

74) Has the Assignee or Transferee or any party to this application had any FCC station authorization, license or construction permit revoked or had any application for an initial, modification or renewal of FCC station authorization, license, construction permit denied by the Commission? If 'Yes', attach exhibit explaining circumstances.	No
75) Has the Assignee or Transferee or any party to this application, or any party directly or indirectly controlling the Assignee or Transferee, or any party to this application ever been convicted of a felony by any state or federal court? If 'Yes', attach exhibit explaining circumstances.	No
76) Has any court finally adjudged the Assignee or Transferee, or any party directly or indirectly controlling the Assignee or Transferee guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement, or any other means or unfair methods of competition? If 'Yes', attach exhibit explaining circumstances.	No
77) Is the Assignee or Transferee, or any party directly or indirectly controlling the Assignee or Transferee currently a party in any pending matter referred to in the preceding two items? If 'Yes', attach exhibit explaining circumstances.	No

78) Race, Ethnicity, Gender of Assignee/Transferee (Optional)

Race:	American Indian or Alaska Native:	Asian:	Black or African-American:	Native Hawaiian or Other Pacific Islander:	White:
Ethnicity:	Hispanic or Latino:	Not Hispanic or Latino:			
Gender:	Female:	Male:			

Assignor/Transferor Certification Statements

1) The Assignor or Transferor certifies either (1) that the authorization will not be assigned or that control of the license will not be transferred until the consent of the Federal Communications Commission has been given, or (2) that prior Commission consent is not required because the transaction is subject to streamlined notification procedures for <i>pro forma</i> assignments and transfers by telecommunications carriers. See <i>Memorandum Opinion and Order</i> , 13 FCC Rcd. 6293(1998).			
2) The Assignor or Transferor certifies that all statements made in this application and in the exhibits, attachments, or in documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.			
79) Typed or Printed Name of Party Authorized to Sign			
First Name: Thomas	MI: H	Last Name: Sullivan	Suffix:
80) Title: President			
Signature: Thomas H Sullivan		81) Date: 10/19/01	

Assignee/Transferee Certification Statements

1) The Assignee or Transferee certifies either (1) that the authorization will not be assigned or that control of the license will not be transferred until the consent of the Federal Communications Commission has been given, or (2) that prior Commission consent is not required because the transaction is subject to streamlined notification procedures for <i>pro forma</i> assignments and transfers by telecommunications carriers. See <i>Memorandum Opinion and Order</i> , 13 FCC Rcd. 6293 (1998).
2) The Assignee or Transferee waives any claim to the use of any particular frequency or of the electromagnetic spectrum as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise, and requests an authorization in accordance with this application.
3) The Assignee or Transferee certifies that grant of this application would not cause the Assignee or Transferee to be in violation of any pertinent cross-ownership, attribution, or spectrum cap rule. *If the applicant has sought a waiver of any such rule in connection with this application, it may make this certification subject to the outcome of the waiver request.
4) The Assignee or Transferee agrees to assume all obligations and abide by all conditions imposed on the Assignor or Transferor under the subject authorization(s), unless the Federal Communications Commission pursuant to a request made herein otherwise allows, except for liability for any act done by, or any right accrued by, or any suit or proceeding had or commenced against the Assignor or Transferor prior to this assignment.
5) The Assignee or Transferee certifies that all statements made in this application and in the exhibits, attachments, or in documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.
6) The Assignee or Transferee certifies that neither it nor any other party to the application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1998, 21 U.S.C § 862, because of a conviction for possession or distribution of a controlled substance. See Section 1.2002(b) of the rules, 47 CFR § 1.2002(b), for the definition of "party to the application" as used in this certification.
7) The applicant certifies that it either (1) has an updated Form 602 on file with the Commission, (2) is filing an updated Form 602 simultaneously with this application, or (3) is not required to file Form 602 under the Commission's Rules.

82) Typed or Printed Name of Party Authorized to Sign

First Name: Douglas	MI: I	Last Name: Brandon	Suffix:
83) Title: Vice President			
Signature: Douglas I Brandon		84) Date: 10/19/01	
WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY ATTACHMENTS ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001) AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).			

Authorizations To Be Assigned or Transferred

85) Call Sign	86) Radio Service	87) Location Number	88) Path Number (Microwave only)	89) Lower or Center Frequency (MHz)	90) Upper Frequency (MHz)	91) Constructed Yes / No
WPQN959	AL					Yes
WPQN960	AL					Yes
WPQM208	AL					Yes
WPOU284	AL					Yes
WPOU285	AL					Yes
WPOU286	AL					Yes
WPOU287	AL					Yes
WPOU288	AL					Yes
WPOU290	AL					Yes
WPOU291	AL					Yes
WPOU292	AL					Yes
WPOU293	AL					Yes
WPOU294	AL					Yes
WPOU296	AL					Yes
WPOU297	AL					Yes
WPOU298	AL					Yes
WPOU300	AL					Yes
WPOU301	AL					Yes
WPOU302	AL					Yes
WPOU303	AL					Yes
WPOU304	AL					Yes
WPOU305	AL					Yes
WPOU306	AL					Yes
WPOU307	AL					Yes
WPOU309	AL					Yes
WPOU310	AL					Yes
WPOU311	AL					Yes
WPOU315	AL					Yes
WPOU316	AL					Yes
WPOU317	AL					Yes
WPOU318	AL					Yes
WPOU319	AL					Yes
WPOU320	AL					Yes
WPOU321	AL					Yes
WPOU322	AL					Yes
WPOU323	AL					Yes
WPOU324	AL					Yes
WPOU325	AL					Yes
WPOU326	AL					Yes
WPOU327	AL					Yes

WPOU328	AL	Yes
WPOU329	AL	Yes
WPOU331	AL	Yes
WPOU332	AL	Yes
WPOU333	AL	Yes
WPOU334	AL	Yes
WPOU335	AL	Yes
WPOU336	AL	Yes
WPOU337	AL	Yes
WPOU312	AL	Yes
WPOU313	AL	Yes
WPOU314	AL	Yes
WPOU542	AL	Yes
WPOU543	AL	Yes
WPOU544	AL	Yes
WPQM893	AL	Yes
WPQM902	AL	Yes
WPQL826	AL	Yes
WPQL827	AL	Yes
WPQQ695	AL	Yes
WPQT352	AL	Yes
WPQT345	AL	Yes
WPQT346	AL	Yes
WPQQ676	AL	Yes
WPQL828	AL	Yes
WPQL829	AL	Yes
WPQL830	AL	Yes
WPQL831	AL	Yes
WPOU338	AL	Yes
WPOU339	AL	Yes
WPOU340	AL	Yes
WPOU341	AL	Yes
WPOU342	AL	Yes
WPOU343	AL	Yes
WPOU344	AL	Yes
WPOU345	AL	Yes
WPOU346	AL	Yes

**FCC Form 603
Schedule A****Schedule for Assignments of Authorization
and Transfers of Control in Auctioned Services**Approved by OMB
3060 - 0800
See instructions for public
burden estimate**Assignments of Authorization****1) Assignee Eligibility for Installment Payments** (for assignments of authorization only)Is the Assignee claiming the same category or a smaller category of eligibility for installment payments as the Assignor
(as determined by the applicable rules governing the licenses issued to the Assignor)?

If 'Yes', is the Assignee applying for installment payments?

2) Gross Revenues and Total Assets Information (if required) (for assignments of authorization only)

Refer to applicable auction rules for method to determine required gross revenues and total assets information

Year 1 Gross Revenues
(current)

Year 2 Gross Revenues

Year 3 Gross Revenues

Total Assets:

3) Certification Statements**For Assignees Claiming Eligibility as an Entrepreneur Under the General Rule**

Assignee certifies that they are eligible to obtain the licenses for which they apply.

For Assignees Claiming Eligibility as a Publicly Traded Corporation

Assignee certifies that they are eligible to obtain the licenses for which they apply and that they comply with the definition of a Publicly Traded Corporation, as set out in the applicable FCC rules.

For Assignees Claiming Eligibility Using a Control Group Structure

Assignee certifies that they are eligible to obtain the licenses for which they apply.

Assignee certifies that the applicant's sole control group member is a pre-existing entity, if applicable.

For Assignees Claiming Eligibility as a Very Small Business, Very Small Business Consortium, Small Business, or as a Small Business Consortium

Assignee certifies that they are eligible to obtain the licenses for which they apply.

Assignee certifies that the applicant's sole control group member is a pre-existing entity, if applicable.

For Assignees Claiming Eligibility as a Rural Telephone Company

Assignee certifies that they meet the definition of a Rural Telephone Company as set out in the applicable FCC rules, and must disclose all parties to agreement(s) to partition licenses won in this auction. See applicable FCC rules.

Transfers of Control**4) Licensee Eligibility** (for transfers of control only)

As a result of transfer of control, must the licensee now claim a larger or higher category of eligibility than was originally declared?

If 'Yes', the new category of eligibility of the licensee is:

Certification Statement for Transferees

Transferee certifies that the answers provided in Item 4 are true and correct.

Attachment List

Attachment Type	Date	Description	Contents
Other	10/19/01	Ex. I: Public Interest Statement	0176976048856793403747623.pdf
Other	10/19/01	Ex. II: Unjust Enrichment	0176976068856793403747623.pdf
Other	10/19/01	Ex. II: Unjust Enrichment Schedules A-G	0176976078856793403747623.pdf
Other	10/19/01	Ex. III: Merger Agreement	0176976088856793403747623.pdf
Other	10/19/01	Ex. IV: FCC Form 602	0176976098856793403747623.pdf



ALL-STATE® LEGAL 800-222-0510 ED11-AC RECYCLED

FCC 603	FCC Wireless Telecommunications Bureau Application for Assignments of Authorization and Transfers of Control	Approved by OMB 3060 - 0800 See instructions for public burden estimate Submitted 10/19/2001 at 03:39PM File Number: 0000634914
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1) Application Purpose: Transfer of Control	
2a) If this request is for an Amendment or Withdrawal, enter the File Number of the pending application currently on file with the FCC.	File Number:
2b) File numbers of related pending applications currently on file with the FCC:	

Type of Transaction

3a) Is this a <i>pro forma</i> assignment of authorization or transfer of control? No
3b) If the answer to Item 3a is 'Yes', is this a notification of a <i>pro forma</i> transaction being filed under the Commission's forbearance procedures for telecommunications licenses?
4) For assignment of authorization only, is this a partition and/or disaggregation?
5) Does this filing request a waiver of the Commission's rules? No
6) Are attachments being filed with this application? Yes
7a) Does the transaction that is the subject of this application also involve transfer or assignment of other wireless licenses held by the assignor/transferor or affiliates of the assignor/transferor(e.g., parents, subsidiaries, or commonly controlled entities) that are not included on this form and for which Commission approval is required? Yes
7b) Does the transaction that is the subject of this application also involve transfer or assignment of non-wireless licenses that are not included on this form and for which Commission approval is required? Yes

Transaction Information

8) How will assignment of authorization or transfer of control be accomplished? Sale or other assignment or transfer of stock If required by applicable rule, attach as an exhibit a statement on how control is to be assigned or transferred, along with copies of any pertinent contracts, agreements, instruments, certified copies of Court Orders, etc.
9) The assignment of authorization or transfer of control of license is: Voluntary

Licensee/Assignor Information

10a) Taxpayer Identification Number: 522105807	10b) SGIN: 002	10c) FCC Registration Number (FRN): 0004676854
11) First Name (if individual):	MI:	Last Name:
12) Entity Name (if not an individual): TeleCorp Communications, Inc.		
13) Attention To: Thomas Sullivan		
14) P.O. Box:	And / Or	15) Street Address: 1010 N. Glebe Road, Suite 800
16) City: Arlington	17) State: VA	18) Zip: 22201
19) Telephone Number: (703)236-1100	20) FAX: (703)236-1101	
21) E-Mail Address: tsullivan@telecorp1.com		

22) Race, Ethnicity, Gender of Assignor/Licensee (Optional)

Race:	American Indian or Alaska Native:	Asian:	Black or African-American:	Native Hawaiian or Other Pacific Islander:	White:
Ethnicity:	Hispanic or Latino:	Not Hispanic or Latino:			
Gender:	Female:	Male:			

Transferor Information (for transfers of control only)

23a) Taxpayer Identification Number: A00002250		23b) SGIN: 000	23c) FCC Registration Number (FRN):
24) First Name (if individual):	MI:	Last Name:	Suffix:
25) Entity Name (if not an individual): TeleCorp PCS, Inc.			
26) P.O. Box:	And / Or	27) Street Address: 1010 N. Glebe Road, Suite 800	
28) City: Arlington	29) State: VA	30) Zip: 22201	
31) Telephone Number: (703)236-1100		32) FAX: (703)236-1101	
33) E-Mail Address: tsullivan@telecorp1.com			

Name of Transferor Contact Representative (if other than Transferor) (for transfers of control only)

34) First Name: Eric	MI: W	Last Name: DeSilva	Suffix:
35) Company Name: Wiley, Rein & Fielding			
36) P.O. Box:	And / Or	37) Street Address: 1776 K Street, NW	
38) City: Washington	39) State: DC	40) Zip: 20006	
41) Telephone Number: (202)719-3182		42) FAX: (202)719-4969	
43) E-Mail Address: edesilva@wrf.com			

Assignee/Transferee Information

44) The Assignee is a(n): Corporation			
45a) Taxpayer Identification Number: 911379052		45b) SGIN: 000	45c) FCC Registration Number (FRN): 0004122032
46) First Name (if individual):	MI:	Last Name:	Suffix:
47) Entity Name (if other than individual): AT&T Wireless Services, Inc.			
48) Name of Real Party in Interest:			49) TIN:
50) Attention To:			
51) P.O. Box:	And / Or	52) Street Address: 1150 Connecticut Avenue, N.W., 4th Floor	
53) City: Washington	54) State: DC	55) Zip: 20036	
56) Telephone Number: (202)223-9222		57) FAX: (202)223-9095	
58) E-Mail Address:			

Name of Assignee/Transferee Contact Representative (if other than Assignee/Transferee)

59) First Name: David	MI: C	Last Name: Jatlow	Suffix:
60) Company Name: AT&T Wireless Services, Inc.			
61) P.O. Box:	And / Or	62) Street Address: 1150 Connecticut Avenue, NW, 4th Floor	
63) City: Washington	64) State: DC	65) Zip: 20036	
66) Telephone Number: (202)223-9222		67) FAX: (202)223-9095	
68) E-Mail Address: david.jatlow@attws.com			

Alien Ownership Questions

69) Is the Assignee or Transferee a foreign government or the representative of any foreign government?	No
70) Is the Assignee or Transferee an alien or the representative of an alien?	No
71) Is the Assignee or Transferee a corporation organized under the laws of any foreign government?	No
72) Is the Assignee or Transferee a corporation of which more than one-fifth of the capital stock is owned of record or voted by aliens or their representatives or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country?	No
73) Is the Assignee or Transferee directly or indirectly controlled by any other corporation of which more than one-fourth of the capital stock is owned of record or voted by aliens, their representatives, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign country? If 'Yes', attach exhibit explaining nature and extent of alien or foreign ownership or control.	No

Basic Qualification Questions

74) Has the Assignee or Transferee or any party to this application had any FCC station authorization, license or construction permit revoked or had any application for an initial, modification or renewal of FCC station authorization, license, construction permit denied by the Commission? If 'Yes', attach exhibit explaining circumstances.	No
75) Has the Assignee or Transferee or any party to this application, or any party directly or indirectly controlling the Assignee or Transferee, or any party to this application ever been convicted of a felony by any state or federal court? If 'Yes', attach exhibit explaining circumstances.	No
76) Has any court finally adjudged the Assignee or Transferee, or any party directly or indirectly controlling the Assignee or Transferee guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement, or any other means or unfair methods of competition? If 'Yes', attach exhibit explaining circumstances.	No
77) Is the Assignee or Transferee, or any party directly or indirectly controlling the Assignee or Transferee currently a party in any pending matter referred to in the preceding two items? If 'Yes', attach exhibit explaining circumstances.	No

78) Race, Ethnicity, Gender of Assignee/Transferee (Optional)

Race:	American Indian or Alaska Native:	Asian:	Black or African-American:	Native Hawaiian or Other Pacific Islander:	White:
Ethnicity:	Hispanic or Latino:	Not Hispanic or Latino:			
Gender:	Female:	Male:			

Assignor/Transferor Certification Statements

1) The Assignor or Transferor certifies either (1) that the authorization will not be assigned or that control of the license will not be transferred until the consent of the Federal Communications Commission has been given, or (2) that prior Commission consent is not required because the transaction is subject to streamlined notification procedures for <i>pro forma</i> assignments and transfers by telecommunications carriers. See <i>Memorandum Opinion and Order</i> , 13 FCC Rcd. 6293(1998).			
2) The Assignor or Transferor certifies that all statements made in this application and in the exhibits, attachments, or in documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.			
79) Typed or Printed Name of Party Authorized to Sign			
First Name: Thomas	MI: H	Last Name: Sullivan	Suffix:
80) Title: President			
Signature: Thomas H Sullivan		81) Date: 10/19/01	

Assignee/Transferee Certification Statements

1) The Assignee or Transferee certifies either (1) that the authorization will not be assigned or that control of the license will not be transferred until the consent of the Federal Communications Commission has been given, or (2) that prior Commission consent is not required because the transaction is subject to streamlined notification procedures for <i>pro forma</i> assignments and transfers by telecommunications carriers. See <i>Memorandum Opinion and Order</i> , 13 FCC Rcd. 6293 (1998).
2) The Assignee or Transferee waives any claim to the use of any particular frequency or of the electromagnetic spectrum as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise, and requests an authorization in accordance with this application.
3) The Assignee or Transferee certifies that grant of this application would not cause the Assignee or Transferee to be in violation of any pertinent cross-ownership, attribution, or spectrum cap rule. *If the applicant has sought a waiver of any such rule in connection with this application, it may make this certification subject to the outcome of the waiver request.
4) The Assignee or Transferee agrees to assume all obligations and abide by all conditions imposed on the Assignor or Transferor under the subject authorization(s), unless the Federal Communications Commission pursuant to a request made herein otherwise allows, except for liability for any act done by, or any right accrued by, or any suit or proceeding had or commenced against the Assignor or Transferor prior to this assignment.
5) The Assignee or Transferee certifies that all statements made in this application and in the exhibits, attachments, or in documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.
6) The Assignee or Transferee certifies that neither it nor any other party to the application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1998, 21 U.S.C § 862, because of a conviction for possession or distribution of a controlled substance. See Section 1.2002(b) of the rules, 47 CFR § 1.2002(b), for the definition of "party to the application" as used in this certification.
7) The applicant certifies that it either (1) has an updated Form 602 on file with the Commission, (2) is filing an updated Form 602 simultaneously with this application, or (3) is not required to file Form 602 under the Commission's Rules.

82) Typed or Printed Name of Party Authorized to Sign

First Name: Douglas	MI: I	Last Name: Brandon	Suffix:
83) Title: Vice President of Manager			
Signature: Douglas I Brandon		84) Date: 10/19/01	
WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY ATTACHMENTS ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001) AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).			

Authorizations To Be Assigned or Transferred

85) Call Sign	86) Radio Service	87) Location Number	88) Path Number (Microwave only)	89) Lower or Center Frequency (MHz)	90) Upper Frequency (MHz)	91) Constructed Yes / No
WPRT868	AL					Yes
WPRT870	AL					Yes
WPRR802	AL					Yes
WPRR899	AL					Yes

FCC Form 603 Schedule A	Schedule for Assignments of Authorization and Transfers of Control in Auctioned Services	Approved by OMB 3060 - 0800 See instructions for public burden estimate
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Assignments of Authorization

1) Assignee Eligibility for Installment Payments (for assignments of authorization only)

Is the Assignee claiming the same category or a smaller category of eligibility for installment payments as the Assignor (as determined by the applicable rules governing the licenses issued to the Assignor)?

If 'Yes', is the Assignee applying for installment payments?

2) Gross Revenues and Total Assets Information (if required) (for assignments of authorization only)

Refer to applicable auction rules for method to determine required gross revenues and total assets information

Year 1 Gross Revenues (current)	Year 2 Gross Revenues	Year 3 Gross Revenues	Total Assets:
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3) Certification Statements

For Assignees Claiming Eligibility as an Entrepreneur Under the General Rule

Assignee certifies that they are eligible to obtain the licenses for which they apply.

For Assignees Claiming Eligibility as a Publicly Traded Corporation

Assignee certifies that they are eligible to obtain the licenses for which they apply and that they comply with the definition of a Publicly Traded Corporation, as set out in the applicable FCC rules.

For Assignees Claiming Eligibility Using a Control Group Structure

Assignee certifies that they are eligible to obtain the licenses for which they apply.

Assignee certifies that the applicant's sole control group member is a pre-existing entity, if applicable.

For Assignees Claiming Eligibility as a Very Small Business, Very Small Business Consortium, Small Business, or as a Small Business Consortium

Assignee certifies that they are eligible to obtain the licenses for which they apply.

Assignee certifies that the applicant's sole control group member is a pre-existing entity, if applicable.

For Assignees Claiming Eligibility as a Rural Telephone Company

Assignee certifies that they meet the definition of a Rural Telephone Company as set out in the applicable FCC rules, and must disclose all parties to agreement(s) to partition licenses won in this auction. See applicable FCC rules.

Transfers of Control**4) Licensee Eligibility (for transfers of control only)**

As a result of transfer of control, must the licensee now claim a larger or higher category of eligibility than was originally declared?

If 'Yes', the new category of eligibility of the licensee is:

Certification Statement for Transferees

Transferee certifies that the answers provided in Item 4 are true and correct.

Attachment List

Attachment Type	Date	Description	Contents
Other	10/19/01	Ex. I: Public Interest Statement	0176976299637382555052128.pdf
Other	10/19/01	Ex. II: Unjust Enrichment	0176976309637382555052128.pdf
Other	10/19/01	Ex. II: Unjust Enrichment Schedules A-G	0176976319637382555052128.pdf
Other	10/19/01	Ex. III: Merger Agreement	0176976329637382555052128.pdf
Other	10/19/01	Ex. IV: FCC Form 602	0176976339637382555052128.pdf



FCC 603	FCC Wireless Telecommunications Bureau Application for Assignments of Authorization and Transfers of Control	Approved by OMB 3060 - 0800 See instructions for public burden estimate Submitted 10/19/2001 at 03:28PM File Number: 0000634850
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1) Application Purpose: Transfer of Control	
2a) If this request is for an Amendment or Withdrawal, enter the File Number of the pending application currently on file with the FCC.	File Number:
2b) File numbers of related pending applications currently on file with the FCC:	

Type of Transaction

3a) Is this a <i>pro forma</i> assignment of authorization or transfer of control? No
3b) If the answer to Item 3a is 'Yes', is this a notification of a <i>pro forma</i> transaction being filed under the Commission's forbearance procedures for telecommunications licenses?
4) For assignment of authorization only, is this a partition and/or disaggregation?
5) Does this filing request a waiver of the Commission's rules? No
6) Are attachments being filed with this application? Yes
7a) Does the transaction that is the subject of this application also involve transfer or assignment of other wireless licenses held by the assignor/transferor or affiliates of the assignor/transferor(e.g., parents, subsidiaries, or commonly controlled entities) that are not included on this form and for which Commission approval is required? Yes
7b) Does the transaction that is the subject of this application also involve transfer or assignment of non-wireless licenses that are not included on this form and for which Commission approval is required? Yes

Transaction Information

8) How will assignment of authorization or transfer of control be accomplished? Sale or other assignment or transfer of stock If required by applicable rule, attach as an exhibit a statement on how control is to be assigned or transferred, along with copies of any pertinent contracts, agreements, instruments, certified copies of Court Orders, etc.
9) The assignment of authorization or transfer of control of license is: Voluntary

Licensee/Assignor Information

10a) Taxpayer Identification Number: 541984906	10b) SGIN: 000	10c) FCC Registration Number (FRN): 0004227286
11) First Name (if individual):	MI:	Last Name: Suffix:
12) Entity Name (if not an individual): TeleCorp Holding Corp. II, L.L.C.		
13) Attention To: Thomas Sullivan		
14) P.O. Box:	And / Or	15) Street Address: 1010 N. Glebe Road, Suite 800
16) City: Arlington	17) State: VA	18) Zip: 22201
19) Telephone Number: (703)236-1100	20) FAX: (703)236-1101	
21) E-Mail Address: tsullivan@telecorp1.com		

22) Race, Ethnicity, Gender of Assignor/Licensee (Optional)

Race:	American Indian or Alaska Native:	Asian:	Black or African-American:	Native Hawaiian or Other Pacific Islander:	White:
Ethnicity:	Hispanic or Latino:	Not Hispanic or Latino:			
Gender:	Female:	Male:			

Transferor Information (for transfers of control only)

23a) Taxpayer Identification Number: A00002250		23b) SGIN: 000	23c) FCC Registration Number (FRN):
24) First Name (if individual):	MI:	Last Name:	Suffix:
25) Entity Name (if not an individual): TeleCorp PCS, Inc.			
26) P.O. Box:	And / Or	27) Street Address: 1010 N. Glebe Road, Suite 800	
28) City: Arlington	29) State: VA	30) Zip: 22201	
31) Telephone Number: (703)236-1100		32) FAX: (703)236-1101	
33) E-Mail Address: tsullivan@telecorp1.com			

Name of Transferor Contact Representative (if other than Transferor) (for transfers of control only)

34) First Name: Eric	MI: W	Last Name: DeSilva	Suffix:
35) Company Name: Wiley, Rein & Fielding			
36) P.O. Box:	And / Or	37) Street Address: 1776 K Street, NW	
38) City: Washington	39) State: DC	40) Zip: 20006	
41) Telephone Number: (202)719-3182		42) FAX: (202)719-4969	
43) E-Mail Address: edesilva@wrf.com			

Assignee/Transferee Information

44) The Assignee is a(n): Corporation			
45a) Taxpayer Identification Number: 911379052		45b) SGIN: 000	45c) FCC Registration Number (FRN): 0004122032
46) First Name (if individual):	MI:	Last Name:	Suffix:
47) Entity Name (if other than individual): AT&T Wireless Services, Inc.			
48) Name of Real Party in Interest:			49) TIN:
50) Attention To:			
51) P.O. Box:	And / Or	52) Street Address: 1150 Connecticut Avenue, N.W., 4th Floor	
53) City: Washington	54) State: DC	55) Zip: 20036	
56) Telephone Number: (202)223-9222		57) FAX: (202)223-9095	
58) E-Mail Address:			

Name of Assignee/Transferee Contact Representative (if other than Assignee/Transferee)

59) First Name: David	MI: C	Last Name: Jatlow	Suffix:
60) Company Name: AT&T Wireless Services, Inc.			
61) P.O. Box:	And / Or	62) Street Address: 1150 Connecticut Avenue, NW, 4th Floor	
63) City: Washington	64) State: DC	65) Zip: 20036	
66) Telephone Number: (202)223-9222		67) FAX: (202)223-9095	
68) E-Mail Address: david.jatlow@attws.com			

Alien Ownership Questions

69) Is the Assignee or Transferee a foreign government or the representative of any foreign government?	No
70) Is the Assignee or Transferee an alien or the representative of an alien?	No
71) Is the Assignee or Transferee a corporation organized under the laws of any foreign government?	No
72) Is the Assignee or Transferee a corporation of which more than one-fifth of the capital stock is owned of record or voted by aliens or their representatives or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country?	No
73) Is the Assignee or Transferee directly or indirectly controlled by any other corporation of which more than one-fourth of the capital stock is owned of record or voted by aliens, their representatives, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign country? If "Yes", attach exhibit explaining nature and extent of alien or foreign ownership or control.	No

Basic Qualification Questions